

MARVEL

X-MEN AVENGERS



Vol. 1

WOLFGANG

X-MEN / AVENGERS

WOLFAVENGERS





X-MEN / AVENGERS

ONSLAUGHT

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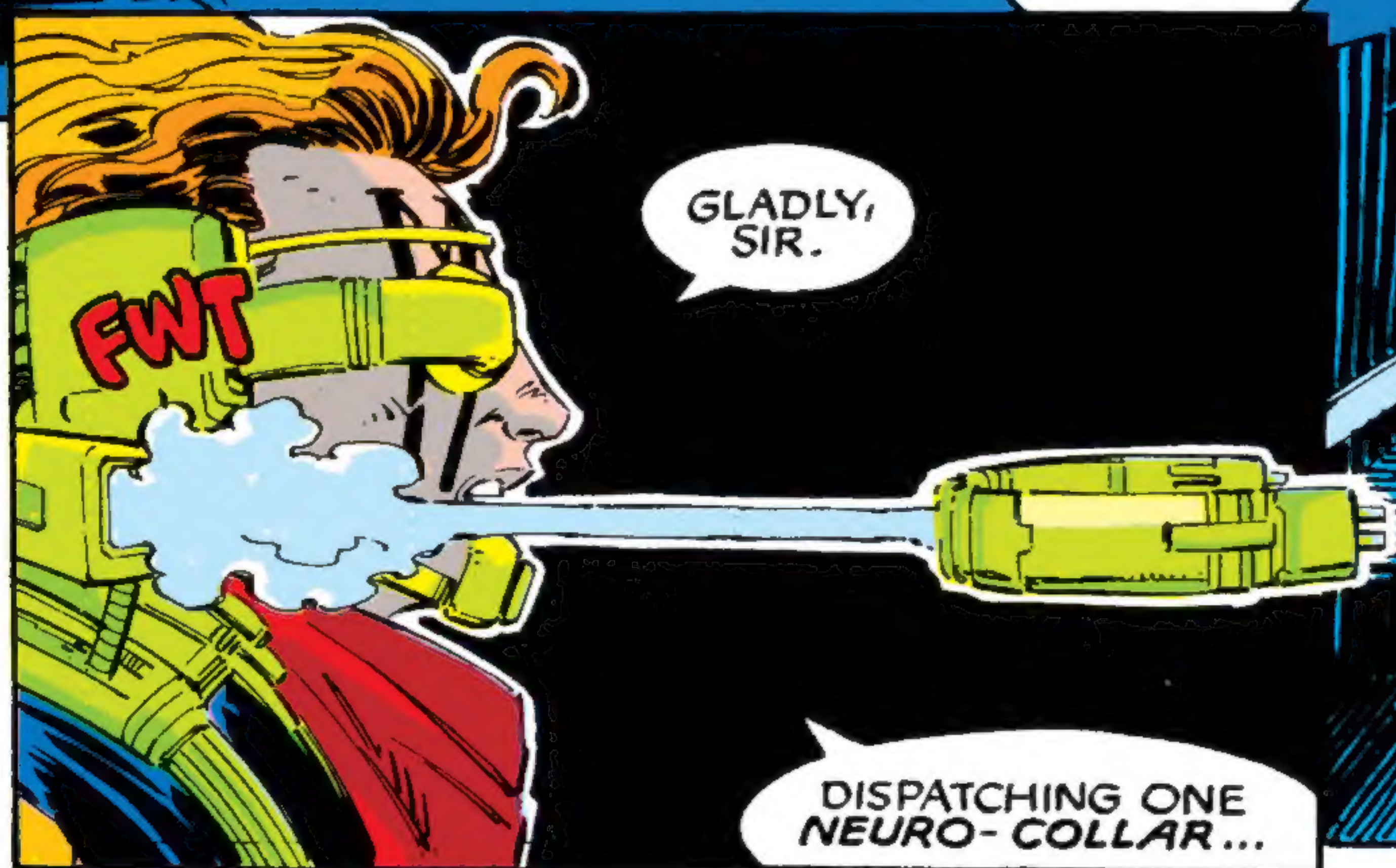
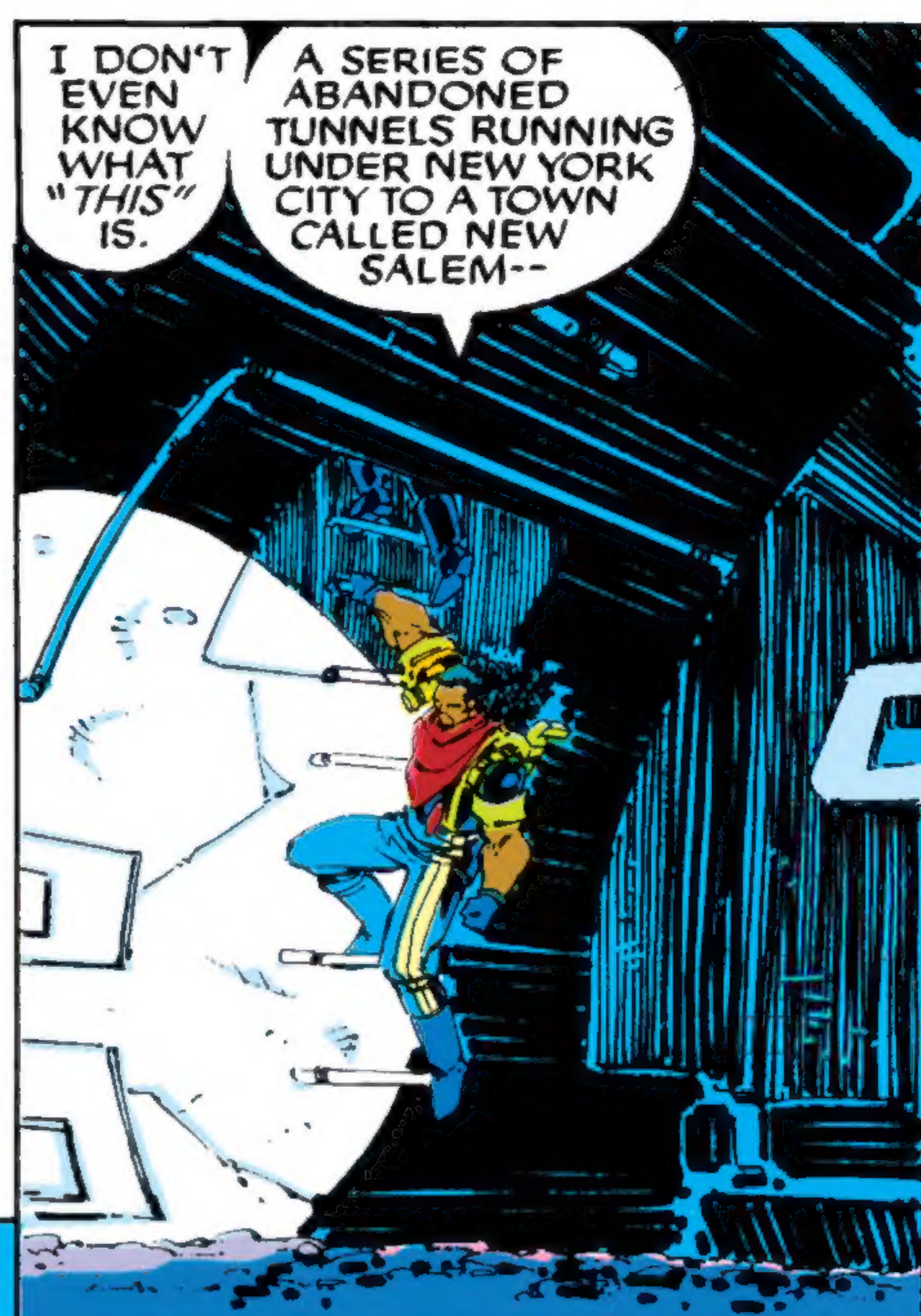
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... AND THERE'S NOT
A MUTANT ALIVE
CAPABLE OF OUT-
RUNNING THE
FORGE-3000!

ONCE
IT'S
LOCKED
ONTO THE
TARGET'S
DNA
CODE--

--OUR RENEGADE
HEIR BECOMES
JUST ANOTHER
PRISONER.



MY--

--FATHER
WILL HEAR
OF THIS.

OF THAT
YOU CAN
BE--

--CERTAIN.

ALEX?!

CABLE...
ANYONE?!

DON'T EVEN
KNOW
TRANSMISSION
BEING
RECEIVED?

TAKEN
TOTAL

TAKEN
TOTALLY
UNAWARE!
BOTH TEAMS
AND

DECIMATED!
MANSION
SECURITY WAS
DEACTIVATED

ACTIVATED...
ACTIVATED...
DEACTIVATED
FROM
WITHIN!

--BETRAYED
BY ONE OF
OUR OWN!

JEAN
GREY?

BISHOP,
IS IT
POSSIBLE?

COULD WE
HAVE
STUMBLED
ON TO--

--THE
WAR
ROOM
OF--

--THE
X-MEN?

PROFESSOR
XAVIER--

--WAS
THE
FIRST
TO
DIE.



ONLY ONE
LEFT...
POWER'S
NEGATED.

OUR OWN
FAULT,
REALLY--
SHOULD
NEVER HAVE
TRUSTED

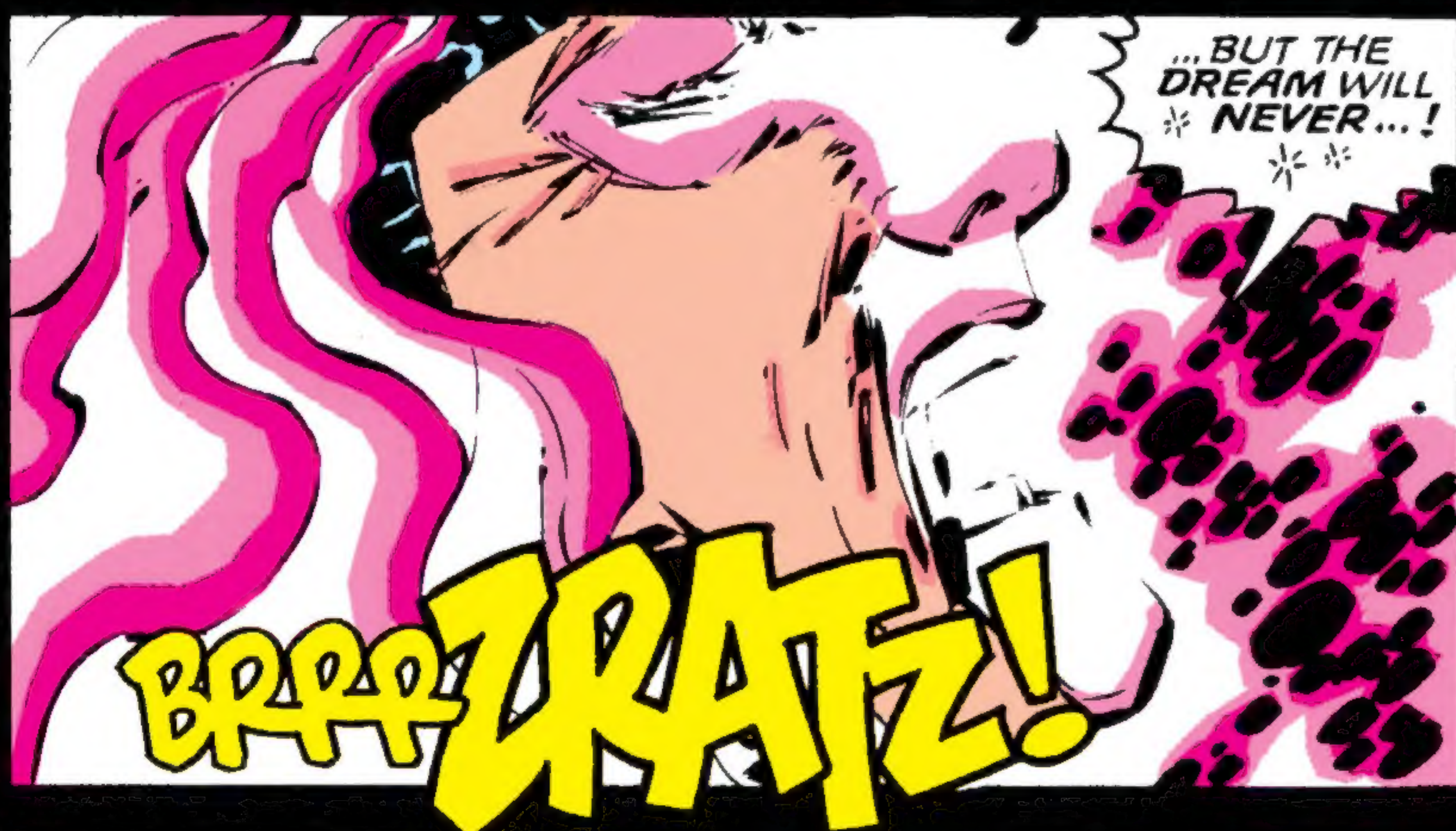


WE KNEW
SO LITTLE
ABOUT--

BRBAM!

YOU?!

MAY HAVE
KILLED THE
X-MEN...



...BUT THE
DREAM WILL
NEVER...!

BRRRRZZATZ!



...DIE?*

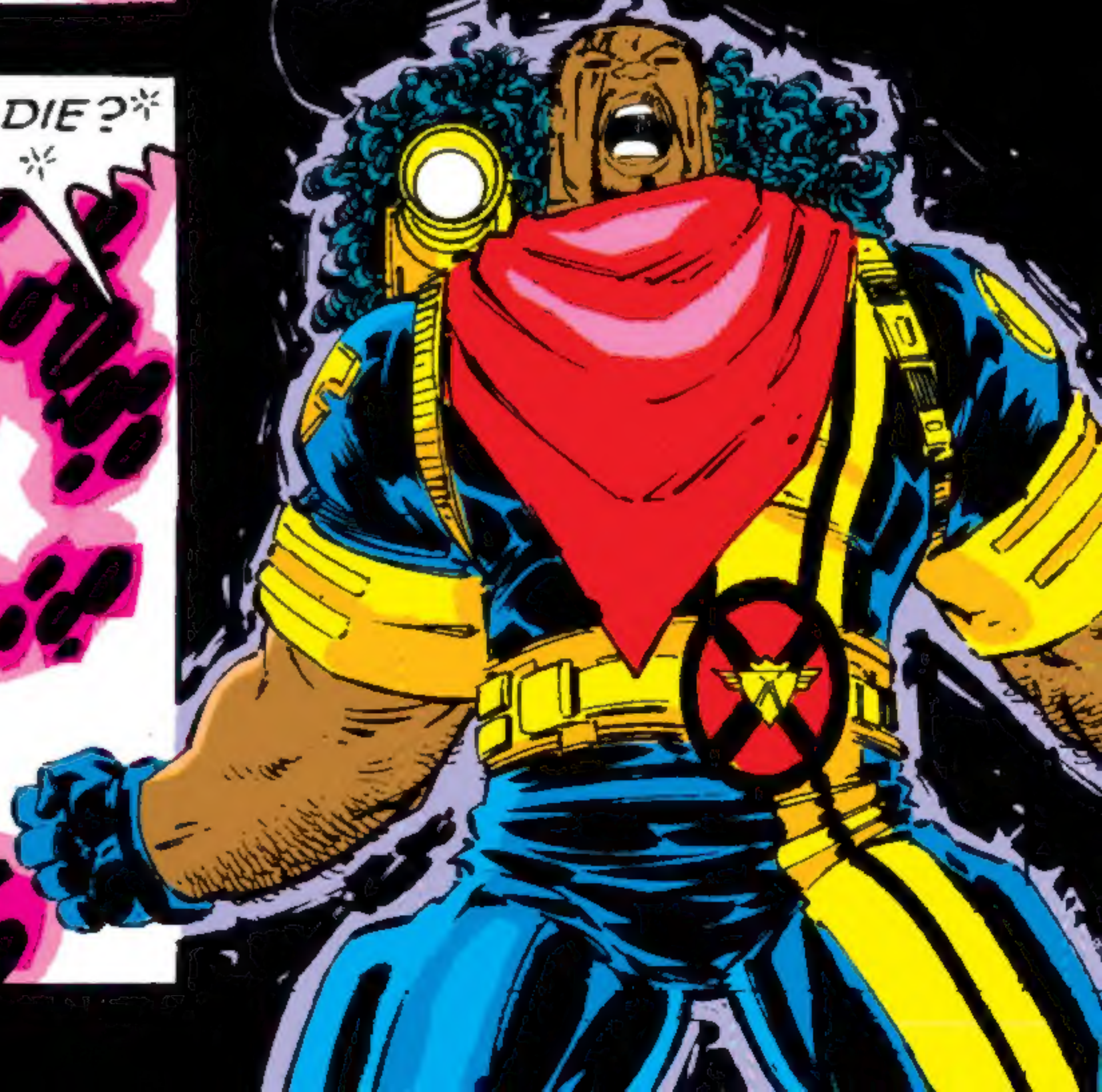
No!

FOR YEARS,
SCHOLARS
ASSUMED
THE HIDDEN
SANCTUM
HELD THE
SECRETS OF
THE PAST!

BUT THIS
TAPE ONLY
POSES MORE
QUESTIONS
THAN IT
ANSWERS!

THE
FIRST
AMONG
THEM--

-- WHO
KILLED
PROFESSOR
CHARLES
XAVIER?!



Decades in the future, while pursuing the fugitive Trevor Fitzroy, mutant policeman Bishop stumbled across a disturbing recording — one that showed the X-Men's betrayal and murder! Fitzroy escaped and fled back in time to the present, where he soon clashed with the energy vampire Selene. Following Fitzroy, Bishop arrived in the present as well and eventually joined the X-Men. He suspected Gambit of being the traitor — but the truth would be far more terrifying.

Months ago, during a savage conflict on Magneto's space station, the master of magnetism used his powers to rip the Adamantium off of Wolverine's skeleton. Horrified, Professor X reacted by crossing a line he swore he never would — and wiped Magneto's mind clean! Weeks later, several refugees from the dystopian "Age of Apocalypse" timeline used the M'Kraan Crystal to escape into the Marvel Universe: the villainous Holocaust, son of Apocalypse; the amoral Dark Beast, counterpart of the X-Men's own Beast; and Nate Grey, the "X-Man," an immensely powerful teenage version of Cable — so powerful, in fact, that he accidentally resurrected Cyclops' late wife Madelyne Pryor, and literally pulled Professor X's astral form into the physical world during an early altercation.

In the weeks that followed, Rogue left the X-Men, her relationship with Gambit on shaky ground. Holocaust destroyed Magneto's space station, sending the comatose villain and his Acolytes hurtling toward Earth. Holocaust then allied with the Hellfire Club's Sebastian Shaw, while the resurrected Madelyne fell in with Selene. Now distrustful of Xavier and his pupils, Nate befriended Threnody, a death-energy-absorbing mutant on the run from her former employer, mad geneticist Mr. Sinister. Meanwhile, Archangel and Psylocke left the X-Men to heal from severe injuries inflicted by Sabretooth and to adjust to Psylocke's miraculous cure courtesy of the mystical Crimson Dawn. Dark Beast kidnapped and brainwashed Havok, leader of the government-run mutant strike team X-Factor — and then imprisoned and impersonated the real Beast, hiding from Mr. Sinister among the X-Men.

Elsewhere, after a battle with Nate Grey and the villainous Exodus, Cable began losing control of the Techno-Organic virus that Apocalypse had infected him with as an infant. Raised in the future by the Askani clan, Cable had returned to the present as an adult with a mission to destroy Apocalypse...However, Cable's adopted son Tyler came to believe he was Apocalypse's heir. Naming himself Genesis, Tyler ravaged Cable's ally Grizzly's mind, sending him on a rampage and forcing Domino to kill him. Tyler then fought a brutal battle against Wolverine, which left Tyler dead and Wolverine mutated into a savage, animalistic state. Wolverine soon began to meditate with the ninja Elektra, but he feared that his humanity might be lost forever.

And through all this upheaval, a mysterious new villain named Onslaught loomed in the shadows.

The X-Men first became aware of Onslaught when they found the Juggernaut thoroughly defeated, muttering the villain's name. Juggernaut was soon exiled to another dimension by mysterious agents who claimed that he knew too much. Onslaught's mystery grew when two Sentinel production facilities were found stripped bare, the villain's name scrawled across the walls. Later, Generation X's Chamber was briefly abducted by Onslaught — and although he was returned unharmed, his memory of the villain's face had been erased. The X-Men were then attacked by Onslaught's vassal, the man called Post. His defeat took a tremendous effort — and Onslaught materialized for the first time, warning the X-Men that this was only the beginning.

Many other heroes were undergoing extreme changes at this time. The Avengers had seen several recent shakeups: Iron Man, seemingly dead, had been replaced by a teenaged Tony Stark from another timeline. The Wasp mutated into an insect-like form. And Thor, searching for the missing gods of Asgard, had found only former ally Red Norvell — and his father, Odin, somehow now living as a homeless drunk.

Meanwhile, the Fantastic Four discovered that the Human Torch's wife, Alicia Masters, was actually a Skrull spy named Lyja! They rescued the real Alicia, but Lyja remained in the Torch's life. Scott Lang, the former Ant-Man, and Kristoff Vernard, a boy programmed with Dr. Doom's memories, also came to live with the team. And young Franklin Richards was abducted into the timestream by his grandfather Nathaniel. Franklin returned as a teenager called Psi-Lord and joined the team known as Fantastic Force. Eventually, further time travel erased Psi-Lord's timeline and brought young Franklin home to his parents.

The Punisher was manipulated into seemingly killing Nick Fury, leaving Cable's ally G.W. Bridge in charge of S.H.I.E.L.D.'s Mutant Affairs division. The Hulk, caught in a massive gamma explosion and believed dead by the world, grudgingly allied with time-traveler Janis Jones. Phil Urich, nephew of *Daily Bugle* reporter Ben Urich, found a stash of the Green Goblin's equipment and took on the villain's identity, becoming a crimefighter.

And Spider-Man's world was turned upside down when his Aunt May seemingly died — and his clone resurfaced after five years! Having named himself Ben Reilly, the clone had recently been manipulated into believing that he was the original Peter Parker. Peter, who had similarly been tricked into thinking that he was the clone, decided to retire and focus on his pregnant wife, Mary Jane. With his spider-powers on the fritz after a lab accident, Peter hung up the webs — and Ben, dying his hair blond and starting a new life for himself in New York, became the new Spider-Man!

And as Onslaught observed the chaos in the super hero community, he knew his time was nigh...

MARVEL[®]
COMICS

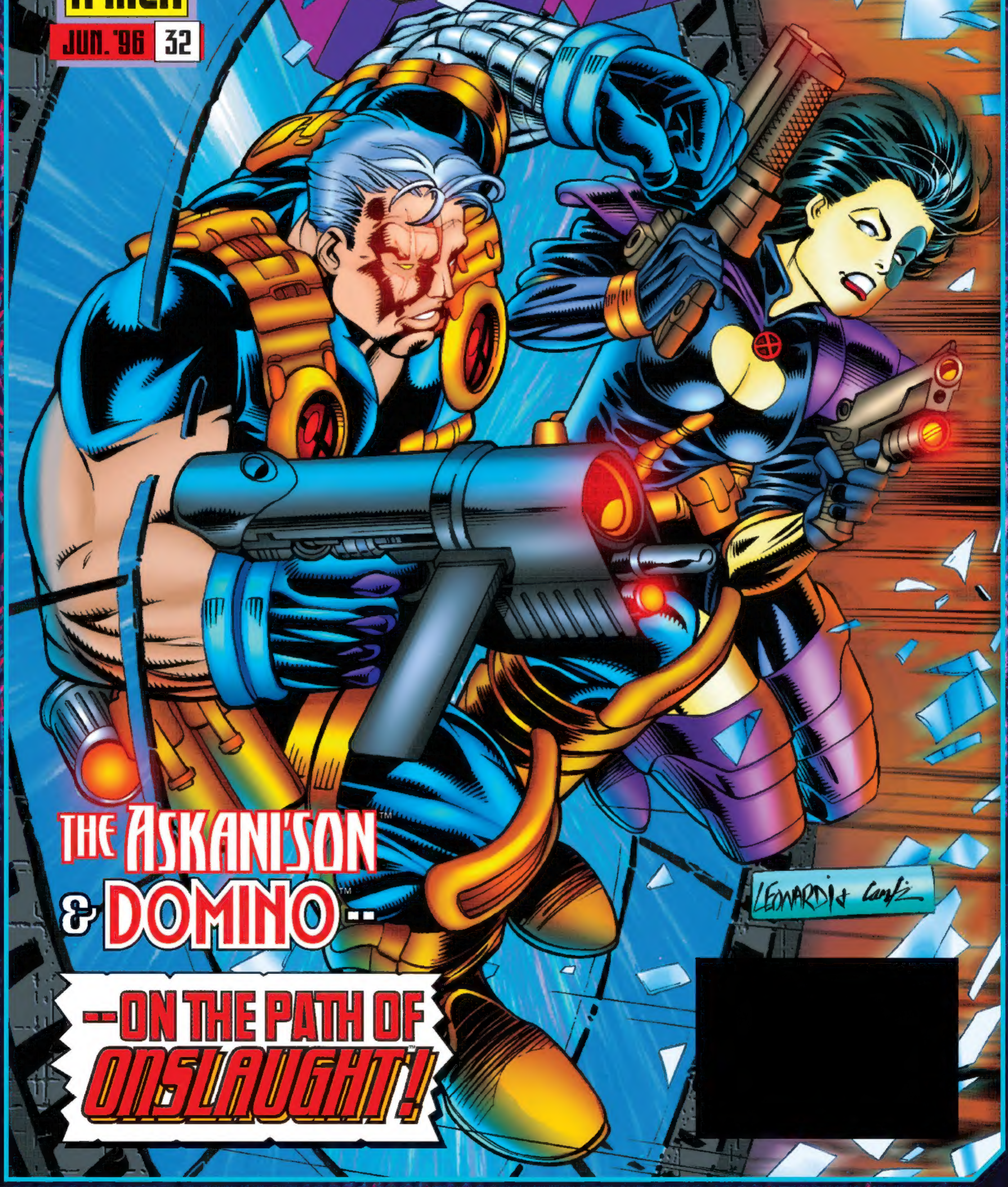


X-MEN[™]

JUN. '96 32

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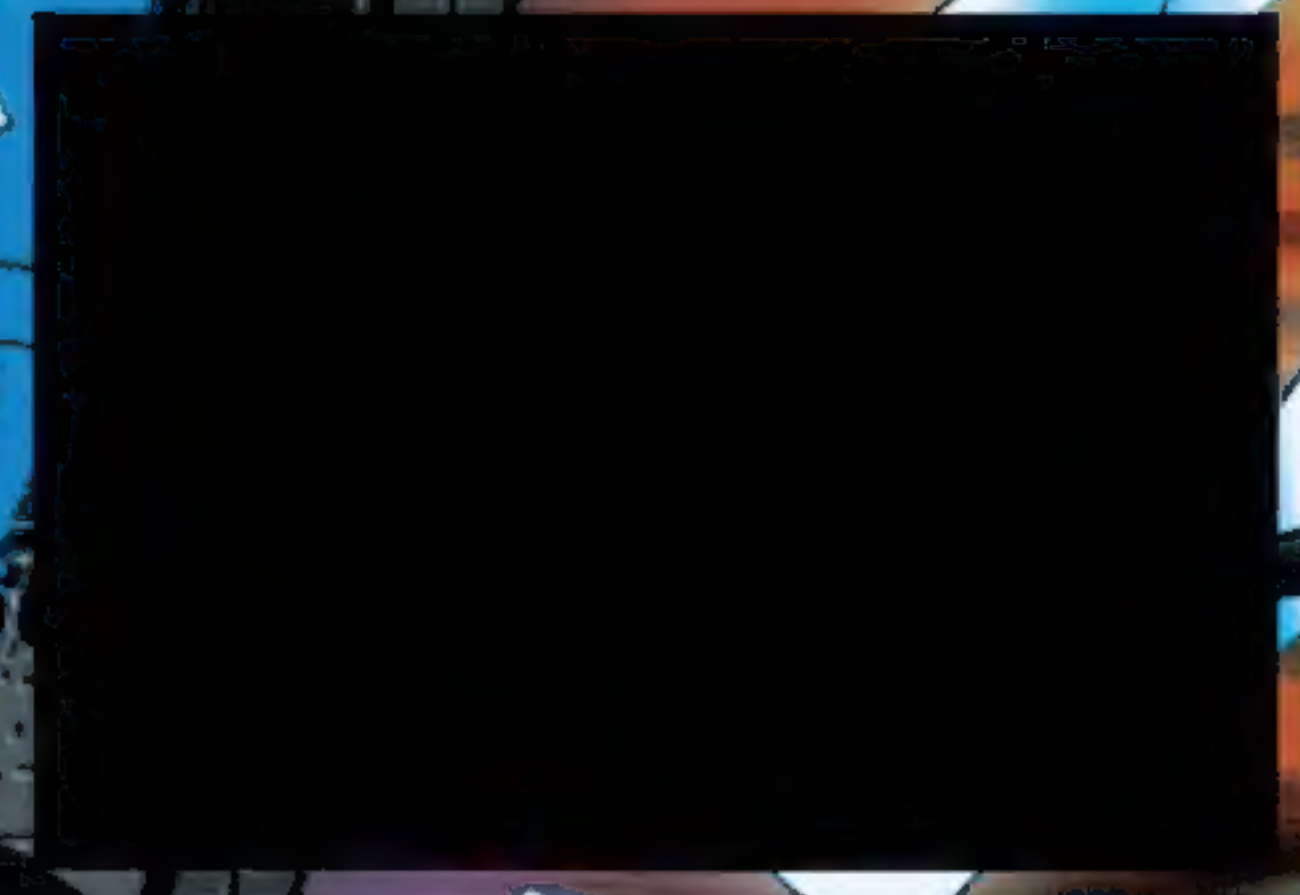
CLASH



THE ASKANISON[™]
& DOMINO[™]..

LEONARDI & CARLI

--ON THE PATH OF
ONSLAUGHT!



PAIN.

IN MATTERS
OF THE
HEART... ... MIND...

... AND
BODY...

... FEW PEOPLE
HOLD AS MUCH
INSIDE AS THIS
WARRIOR FROM
THE FUTURE.

NATHAN DAYSPRING
SUMMERS -- THE MAN
CALLED

CABLE.

YOU
WERE AWFULLY
QUIET AT THE
FUNERAL.

WANNA
TALK ABOUT
IT?

SSSHH!

HER NAME
IS DOMINO.

SHROUDED IN
A WORLD OF
SECRETS, SHE
TRUSTS BUT
ONE MAN.

**THIS
MAN.**

BRAKATABRAKATABRAKATABRAKATABRAATABRAKATA

TYLER DAYSRING WAS A TORTURED SOUL WHO BLAMED THE WOES OF HIS LIFE ON CABLE -- THE MAN HE CALLED HIS FATHER.

EARLIER TODAY, CABLE BURIED THAT YOUNG MAN, WHOM HE GAVE BOTH HIS NAME AND HIS LOVE.

SAM GUTHRIE, THE RECENT X-FORCE GRADUATE TURNED X-MAN, OFFERED A FINAL RESTING PLACE NEAR HIS HOME IN KENTUCKY.

ALL THAT NEEDED TO BE DONE WAS TO SAY SOME WORDS OF FAREWELL AND SHOVEL THE DIRT.

DOMINO EXPECTED THEY'D GO STRAIGHT HOME AFTER THE SMALL CEREMONY.

CABLE, AS USUAL, HAD OTHER PLANS IN MIND.

CAMP HAYDEN, KENTUCKY IS JUST ACROSS THE STATE FROM THE GUTHRIE HOME.

THERE, A GOVERNMENT RESEARCH FACILITY WAS WORKING ON A PROJECT CALLED "NIMROD".

IT WAS INTENDED TO BE THE STATE OF THE ART SENTINEL...

... AN ANDROID HUNTER THAT WOULD STOP, DETAIN, AND IF NECESSARY, DESTROY ONLY ONE KIND OF PREY ON EARTH --

-- MUTANTS. THOSE HUMANS WITH EXTRAORDINARY GIFTS OF STRANGE AND OFTEN FRIGHTENING POWERS.

LIKE CABLE AND DOMINO.

RECENTLY, CABLE SENT HIS OWN TEAM OF YOUNG MUTANTS, X-FORCE, TO INVESTIGATE THE STATUS OF THE FACILITY.

ALARMINGLY, THEY FOUND IT TO BE EMPTY -- BUT FOR A SINGLE NAME PAINTED ON THE WALL --

-- "ONSLAUGHT".

I THINK WE OUGHT TO TALK ABOUT IT.

I DON'T.

WHY? YOU DOING SOMETHING ELSE RIGHT NOW?

IN A WORD --
-- YES!

STAN LEE
Presents:

VENTING

JEFF LOEB writer
IAN CHURCHILL breakdowns
SCOTT HANNA finishes
GRAPHIC COLOR WORKS seps
RS&COMICRAFT letters
MIKE THOMAS colors
POWERS editor
HARRAS chief

**TOOM
TOOM
TOOM**

SPRAK

SO...
NOW YOU'RE
RELYING MORE ON
THE GUNS AND
NOT ON YOUR
TELEKINESIS?

I'VE
ALWAYS
BELIEVED IN THE
RIGHT TOOL FOR
THE RIGHT
JOB.

Oh.

LISTEN,
NOT TO
SECOND-GUESS
YOU OR ANY-
THING --

YOU?!

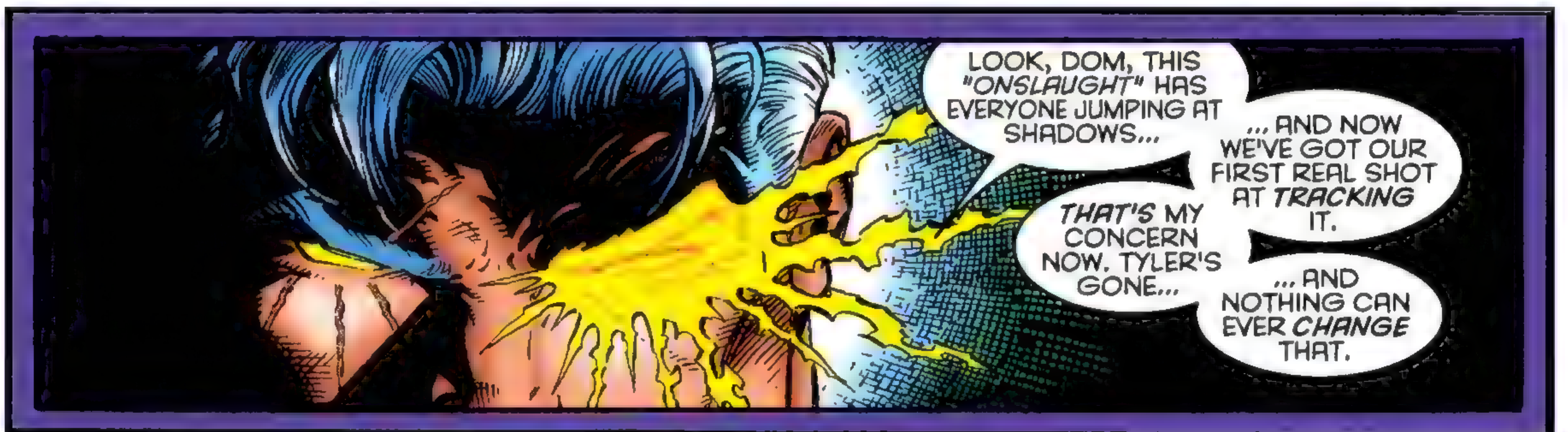
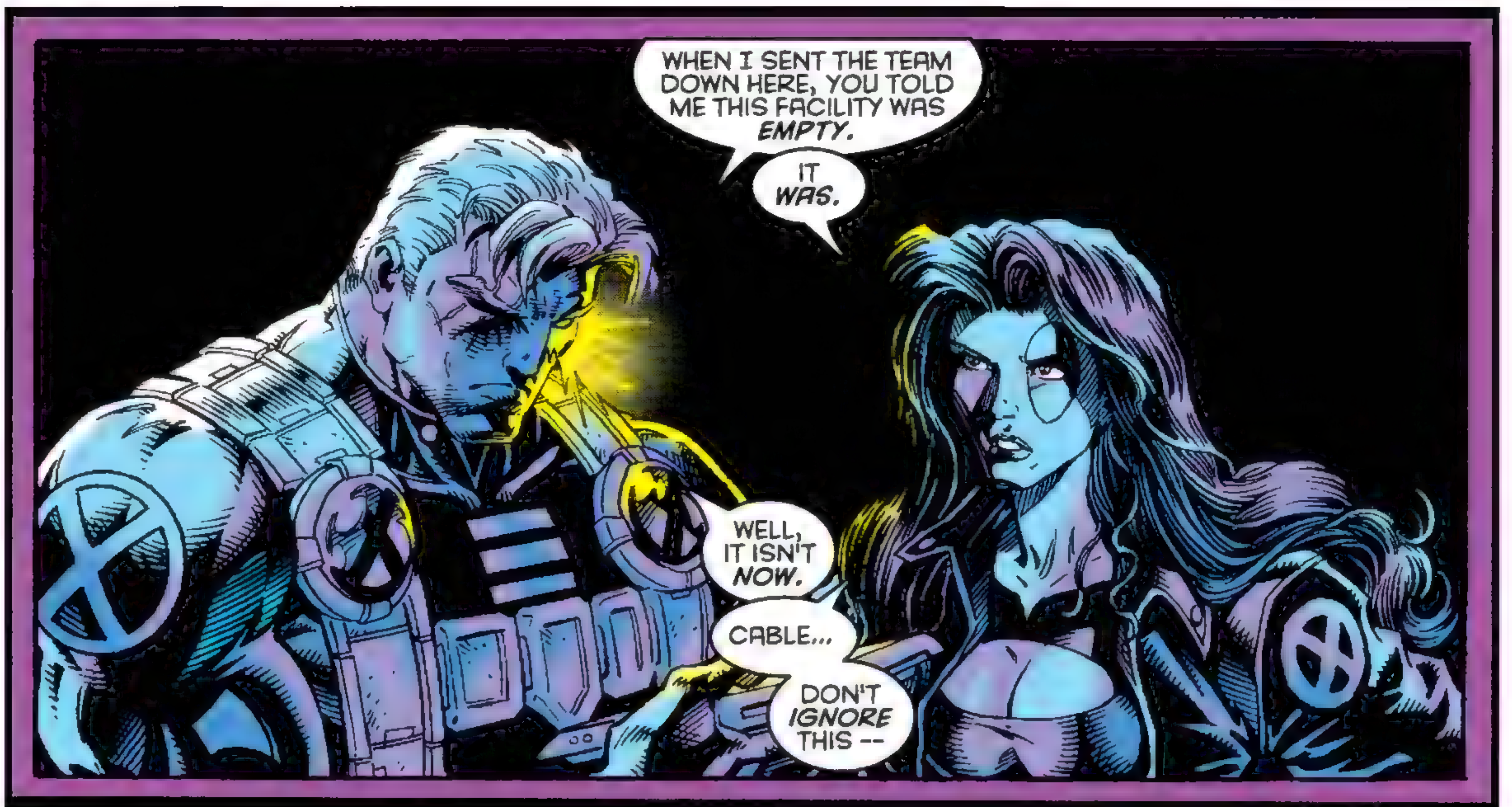
-- BUT,
THIS LITTLE
MISSION COULD'VE
WAITED UNTIL
MORNING.

NO.
WE'VE GOT TO
FIND OUT WHAT
WENT ON
HERE --

-- AND
CLEARLY
SOMEBODY
DOESN'T WANT
THAT TO
HAPPEN.

THOOM





ON THE OTHER SIDE OF THE DOOR...

CLOAK
DISENGAGE II

BREEP

BTDOOM
BTDOOM

WHARRA

ALLOW ME.

I'M GLAD YOU HAVEN'T LOST YOUR EDGE OVER THE YEARS, CABLE.

I ALMOST WISH WE DIDN'T HAVE TO DO THIS.

I KNOW YOU'LL FIGHT ME TO THE END.

IT'LL BE FUTILE... BUT TO THE END NONETHELESS.

HE IS KNOWN ONLY AS "POST".

HE LAYS CLAIM TO BEING THE HERALD OF ONSLAUGHT.

LITTLE ELSE IS KNOWN ABOUT HIM...

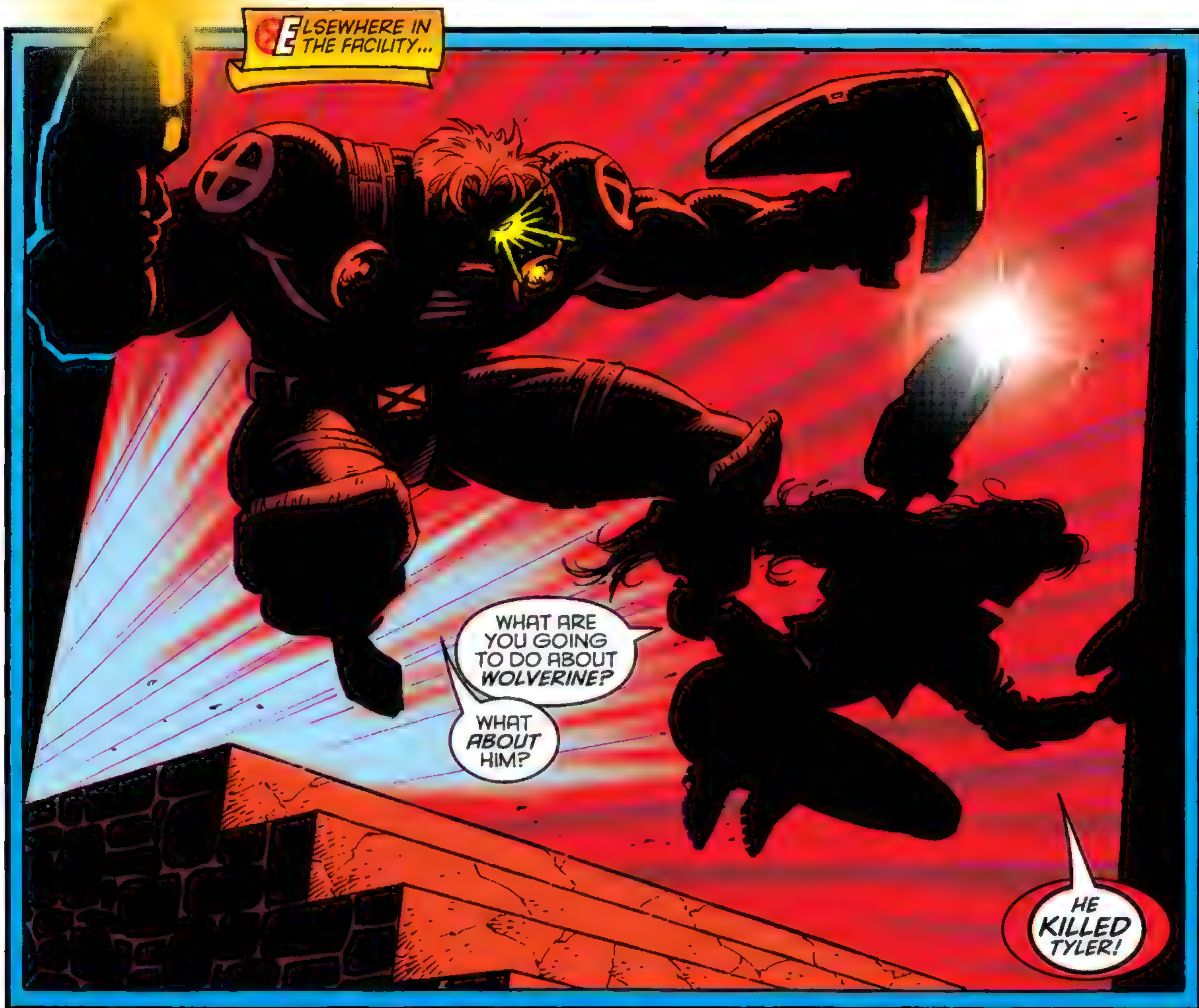
... SAVE THAT IT TOOK THE COMBINED POWERS OF WOLVERINE, STORM, ICEMAN AND CYCLOPS --

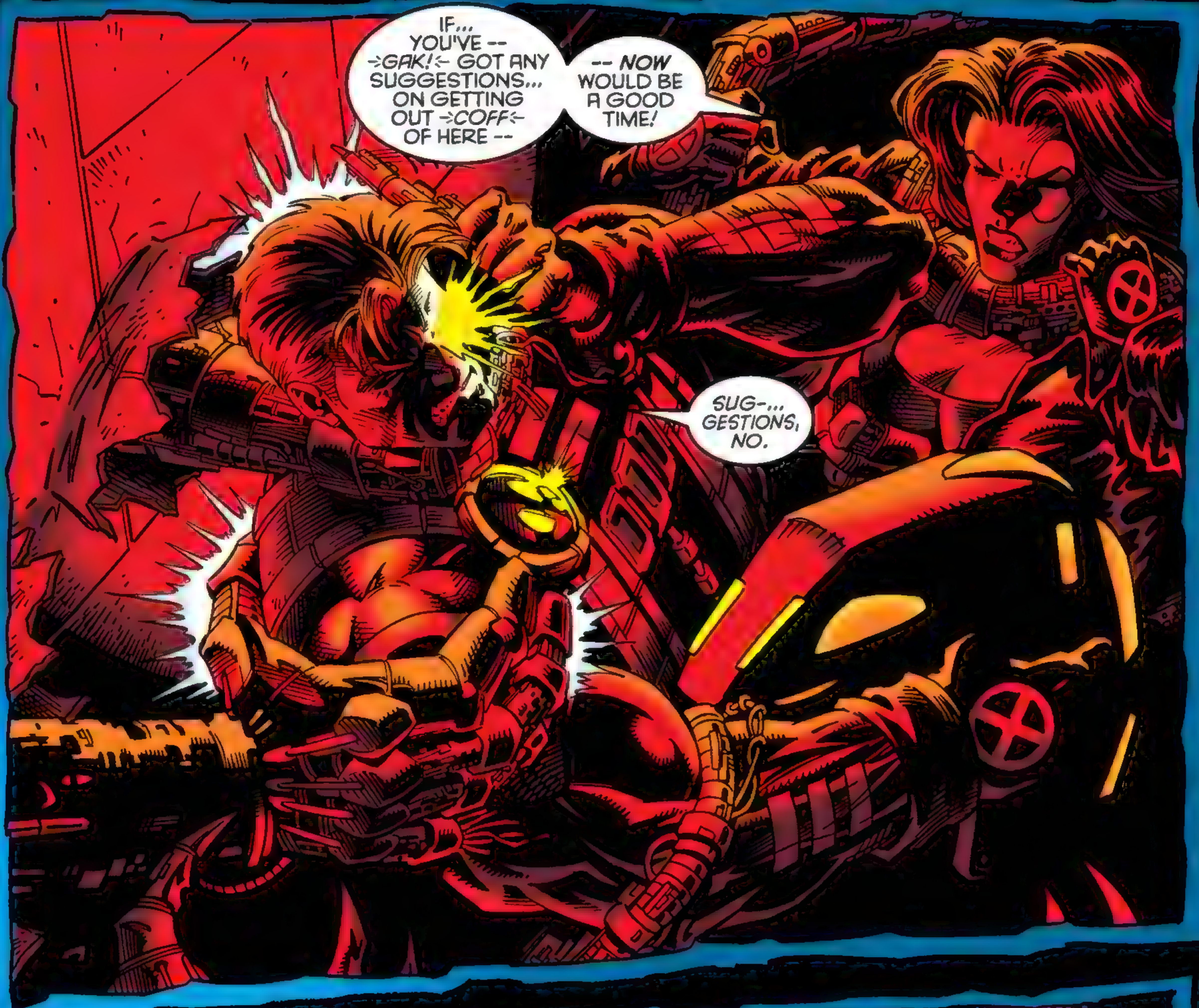
-- ARGUABLY THE STRONGEST OF THE UNCANNY BAND OF MUTANTS KNOWN AS THE X-MEN --

-- JUST TO STOP HIM.

THEY DID NOT NECESSARILY DEFEAT HIM.

IN X-MEN #50! WHERE WERE YOU?!- Mark!

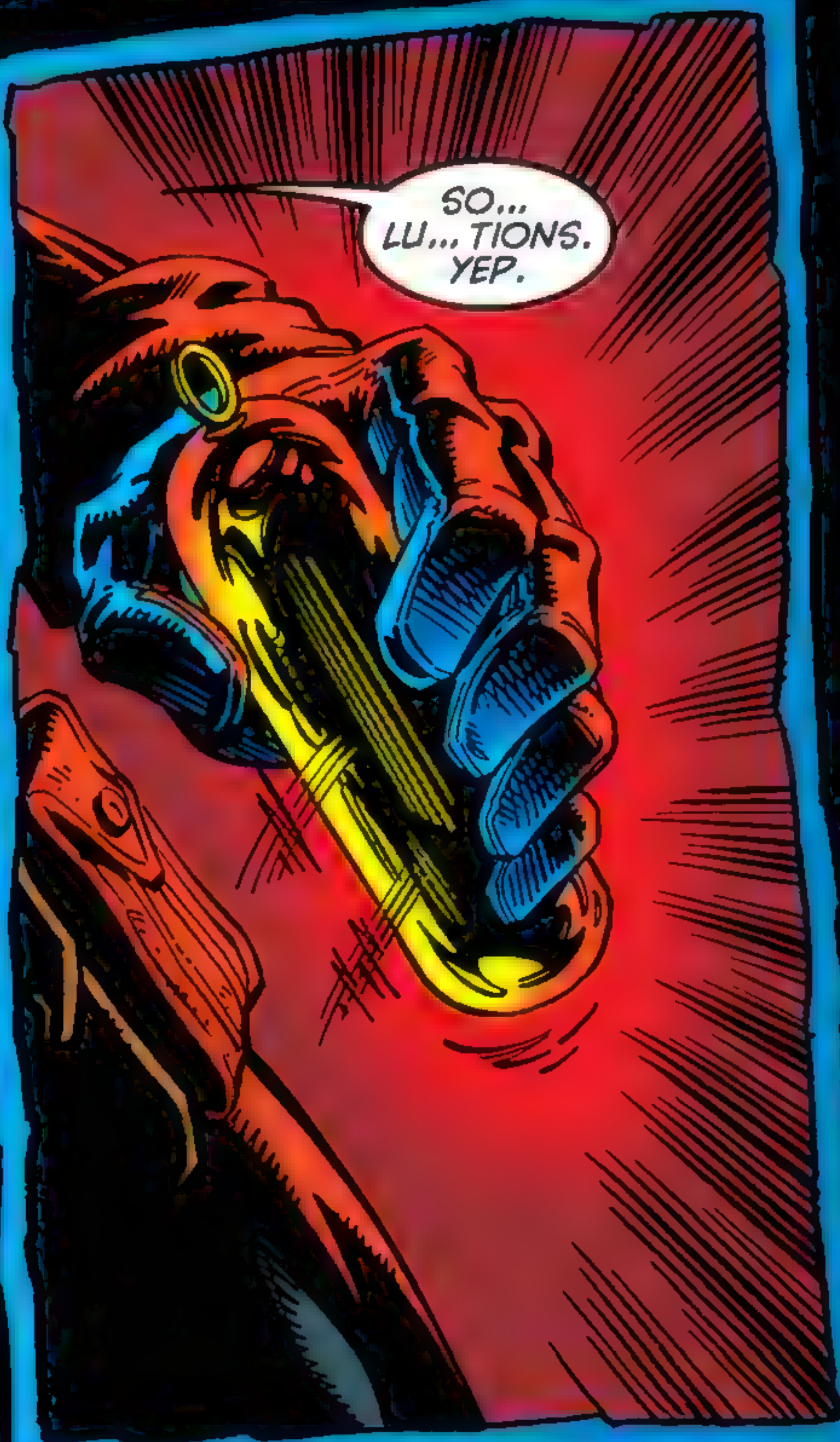




IF...
YOU'VE --
->GAK!-< GOT ANY
SUGGESTIONS...
ON GETTING
OUT ->COFF-<
OF HERE --

-- NOW
WOULD BE
A GOOD
TIME!

SUG-...
GESTIONS,
NO.



SO...
LU... TIONS.
YEP.



A
GRENADE?!

WHAT
ARE YOU
DOING?



PLING

UNBROKEN



ARE YOU
NUTS?

THERE'S
NO WAY
YOU COULD'VE BEEN SURE
THAT YOUR TK SHIELD
WOULD'VE PROTECTED
US FROM THAT
BLAST.

BUT...
IT DID.

SO STOP
YELLING AT
ME.

I NEED TO
CONCENTRATE
HERE.

CABLE PUSHES
PAST THE PAIN.

TELEKINETICALLY
RESTITCHING THE
SINEWY MAKEUP
OF HIS ARM, AS HE
HAS DONE ALL HIS
LIFE.

ONLY NOW, IT IS
GETTING HARDER
AND HARDER...

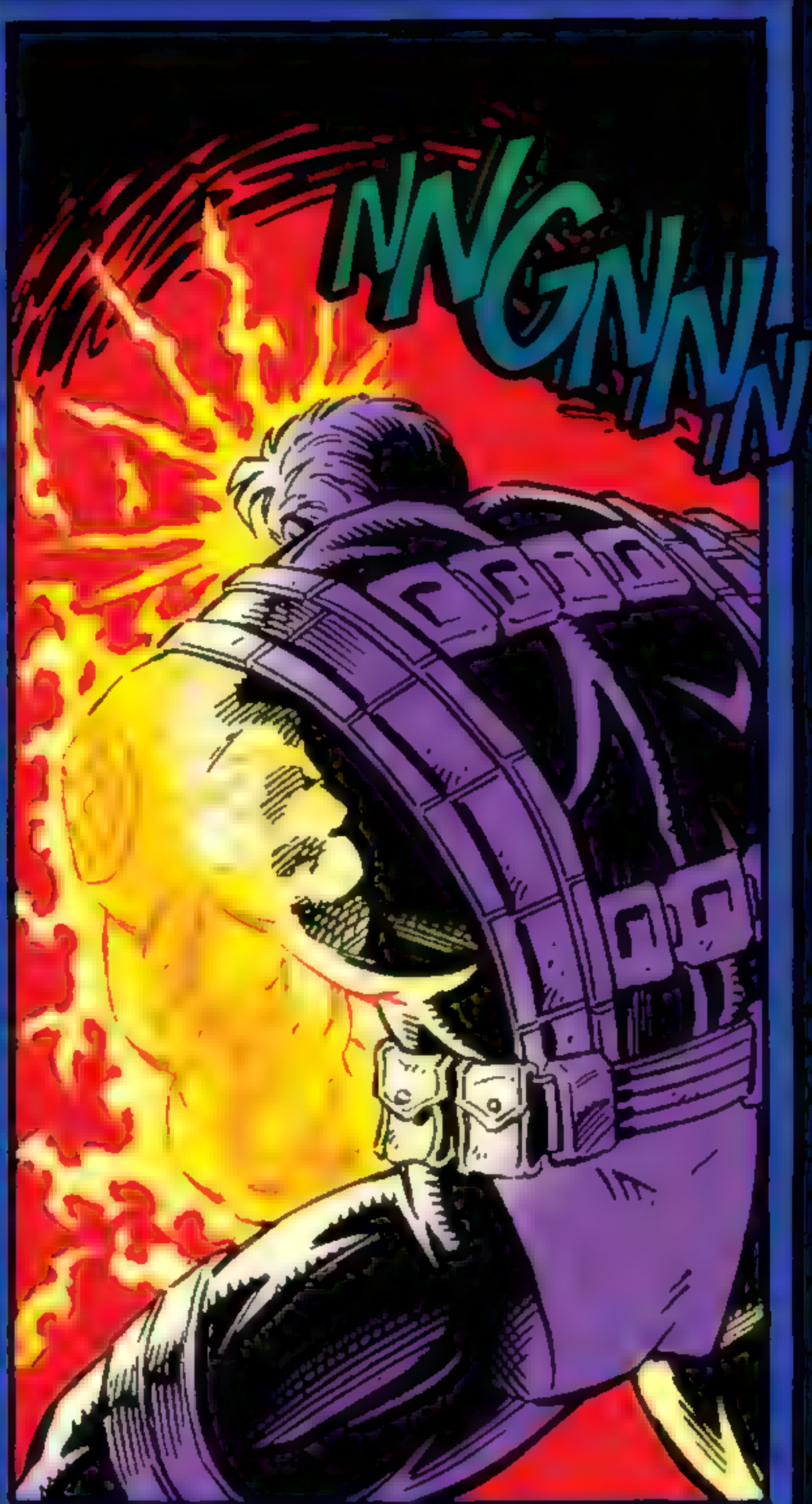


ONSLAUGHT
WAS RIGHT.

THE
BATTLE
WITH YOUNG
NATE GREY HAS
COST YOU
DEARLY,
CABLE.

YOU
WERE ABLE TO
SAVE GREY'S
LIFE --

-- BUT
NOT WITHOUT
COMPROMISING
YOUR OWN WELL-
BEING.

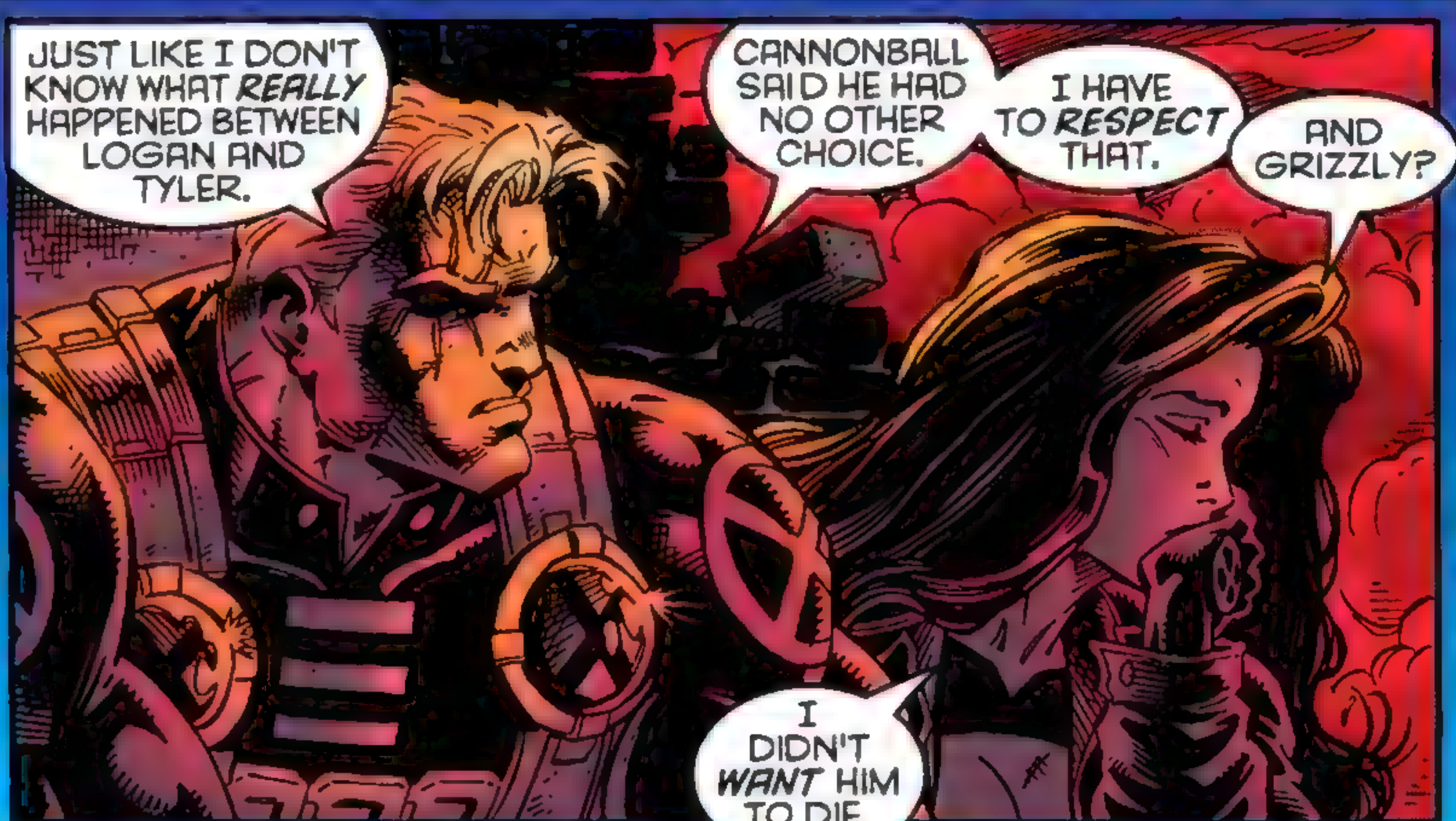


THAT
LOOKED
LIKE IT
HURT.

IT
DID.

YOU
GONNA
BE ALL
RIGHT?

I DON'T
KNOW.



JUST LIKE I DON'T
KNOW WHAT REALLY
HAPPENED BETWEEN
LOGAN AND
TYLER.

CANNONBALL
SAID HE HAD
NO OTHER
CHOICE.

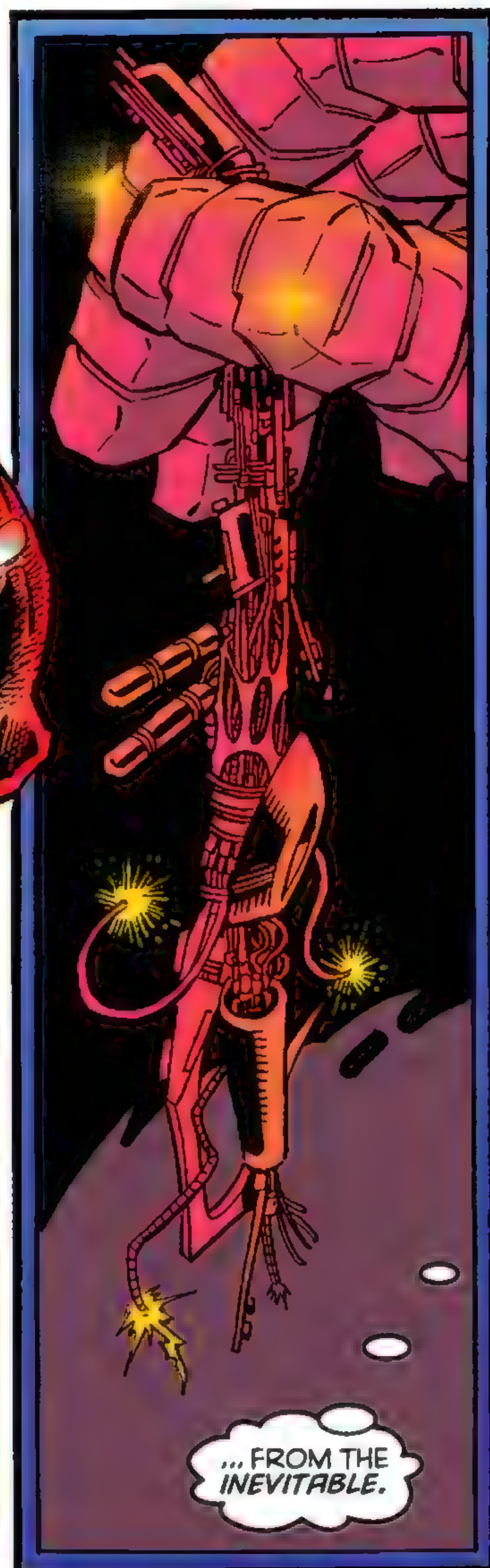
I HAVE
TO RESPECT
THAT.

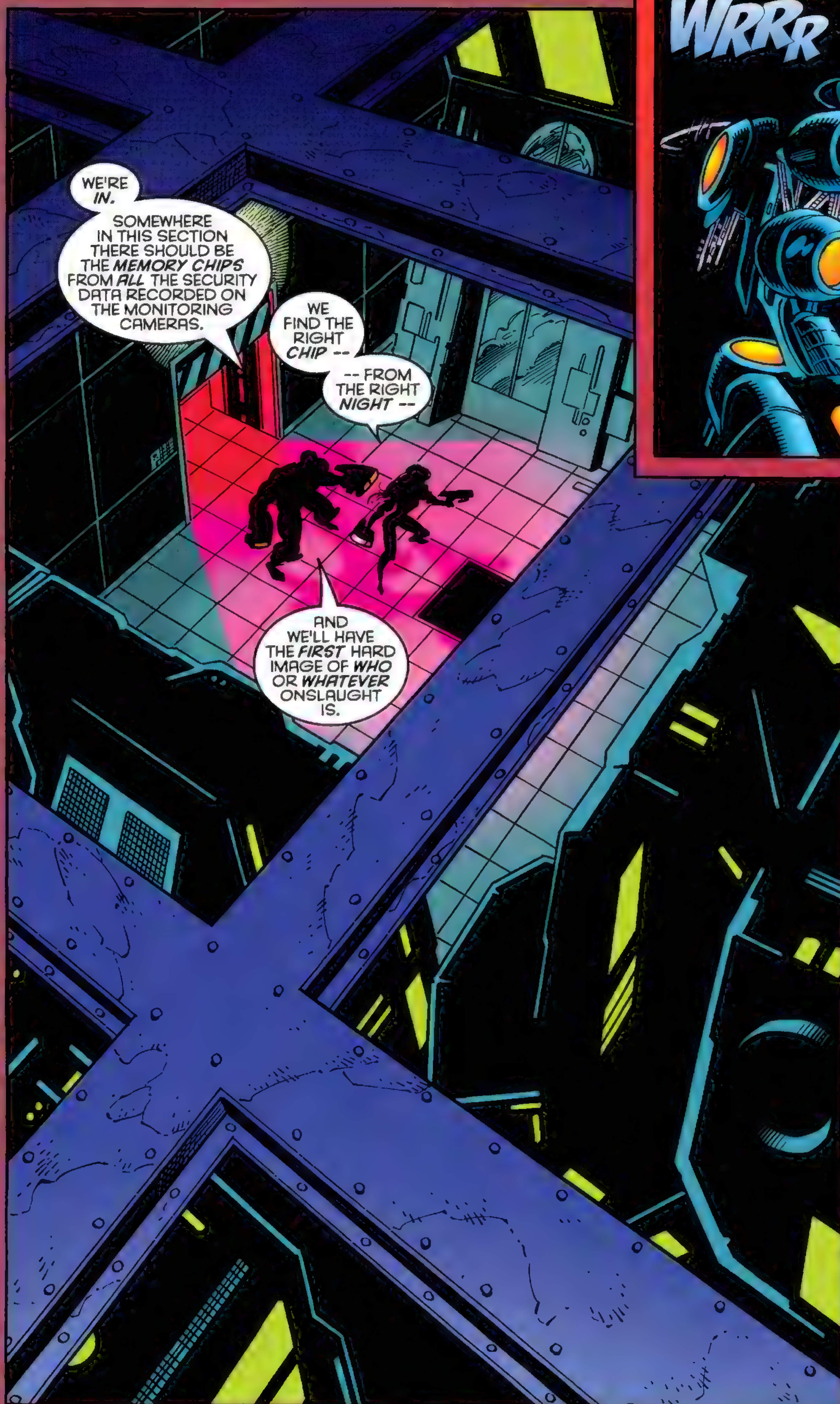
AND
GRIZZLY?

I
DIDN'T
WANT HIM
TO DIE.



REST
PERIOD'S
OVER.





WE'RE
IN.
SOMEWHERE
IN THIS SECTION
THERE SHOULD BE
THE **MEMORY CHIPS**
FROM **ALL** THE SECURITY
DATA RECORDED ON
THE MONITORING
CAMERAS.

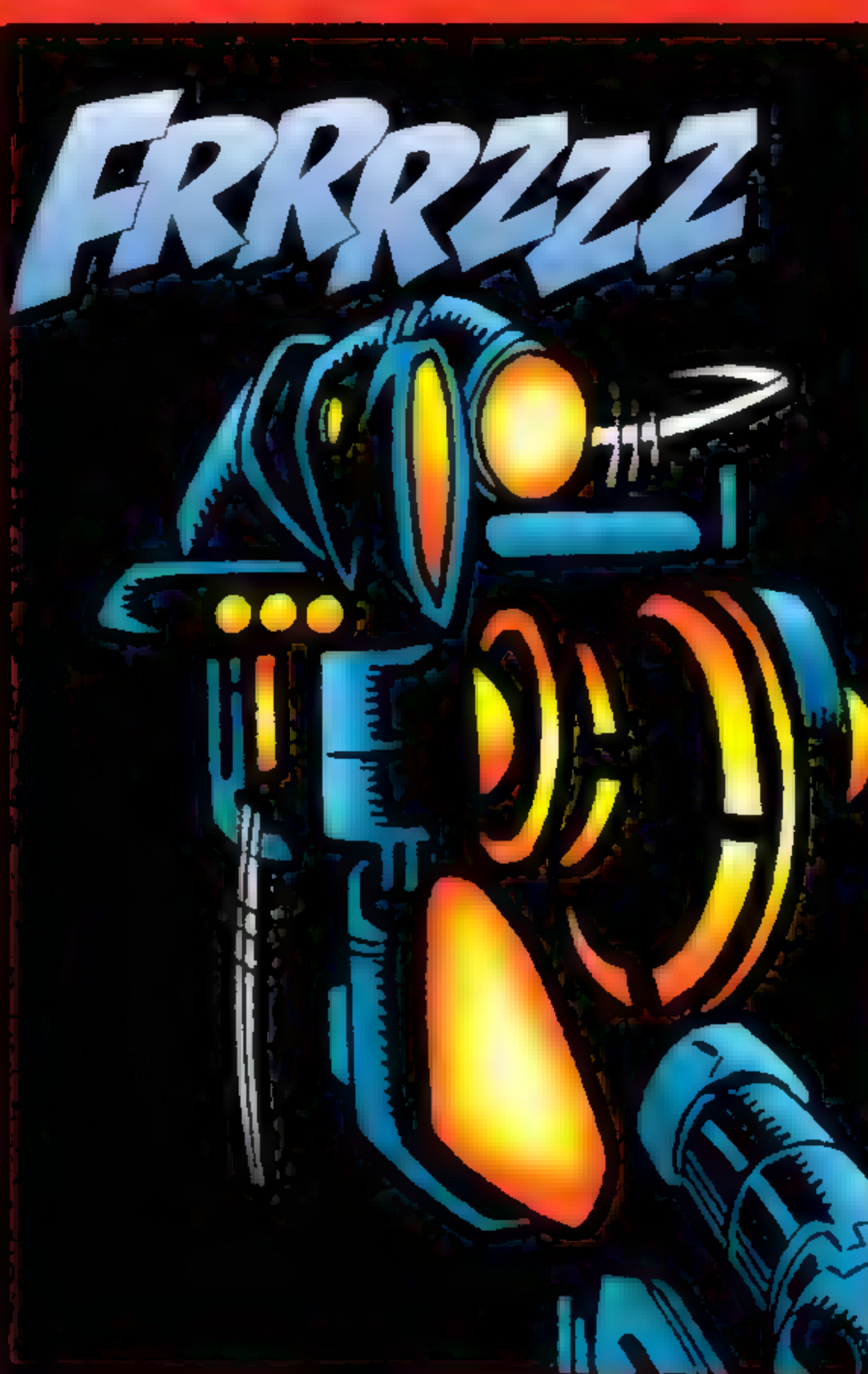
WE
FIND THE
RIGHT
CHIP --

-- FROM
THE RIGHT
NIGHT --

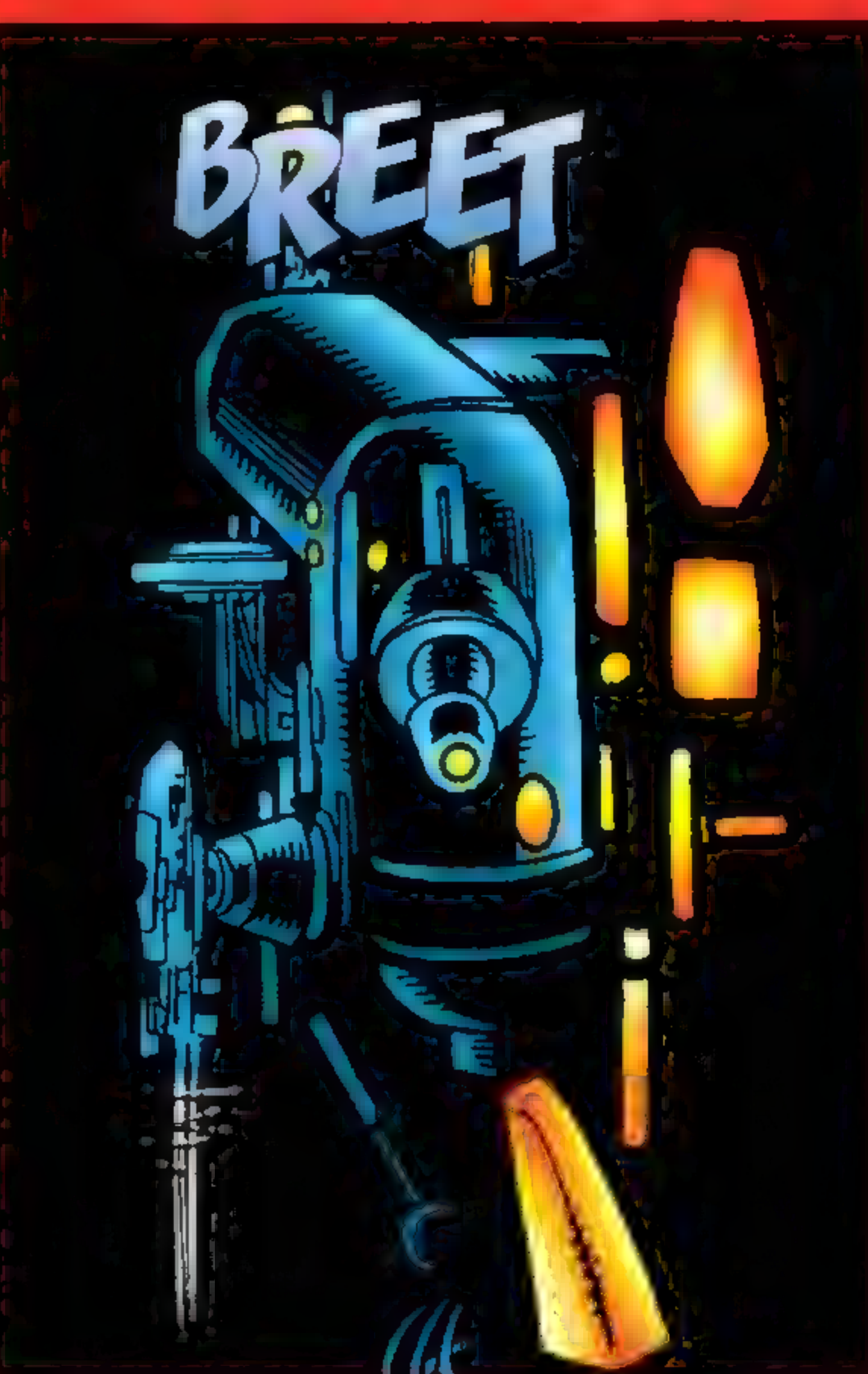
AND
WE'LL HAVE
THE **FIRST HARD**
IMAGE OF **WHO**
OR **WHATEVER**
ONSLAUGHT
IS.



WRRR



FRRRZZZ



BREET



CHCHUK



BOOM
BOOM
BOOM

BRAKATABRAKATA
BRAKATABRAKATA

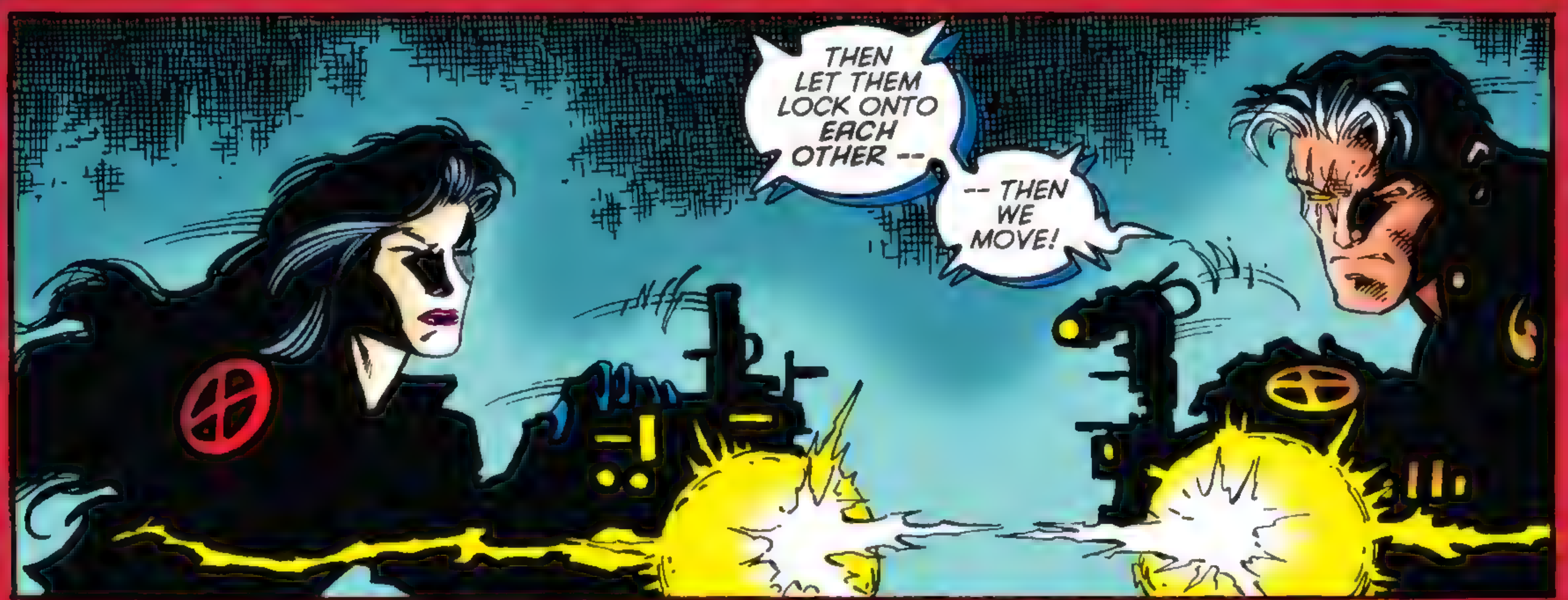
YOU
KNOW...

...WHOEVER'S
TRYING TO
STOP US...

...THEY'RE
VERY
GOOD.

I WAS
JUST GOING
TO SAY
THAT!







SO... NOW YOU WANT TO TALK?

THERE'S NOTHING TO TALK ABOUT.

LET'S JUST FIND THE RIGHT CHIP AND GET OUT.

NOTHING? NO ANGER? JUST THE SAME OLD STOIC CABLE?

EVEN THOUGH YOU PROMISED HIS MOTHER -- JENSKOT -- YOU'D LOOK AFTER THE BOY?



... WE'RE AT WAR.

WAR HAS CASUALTIES.

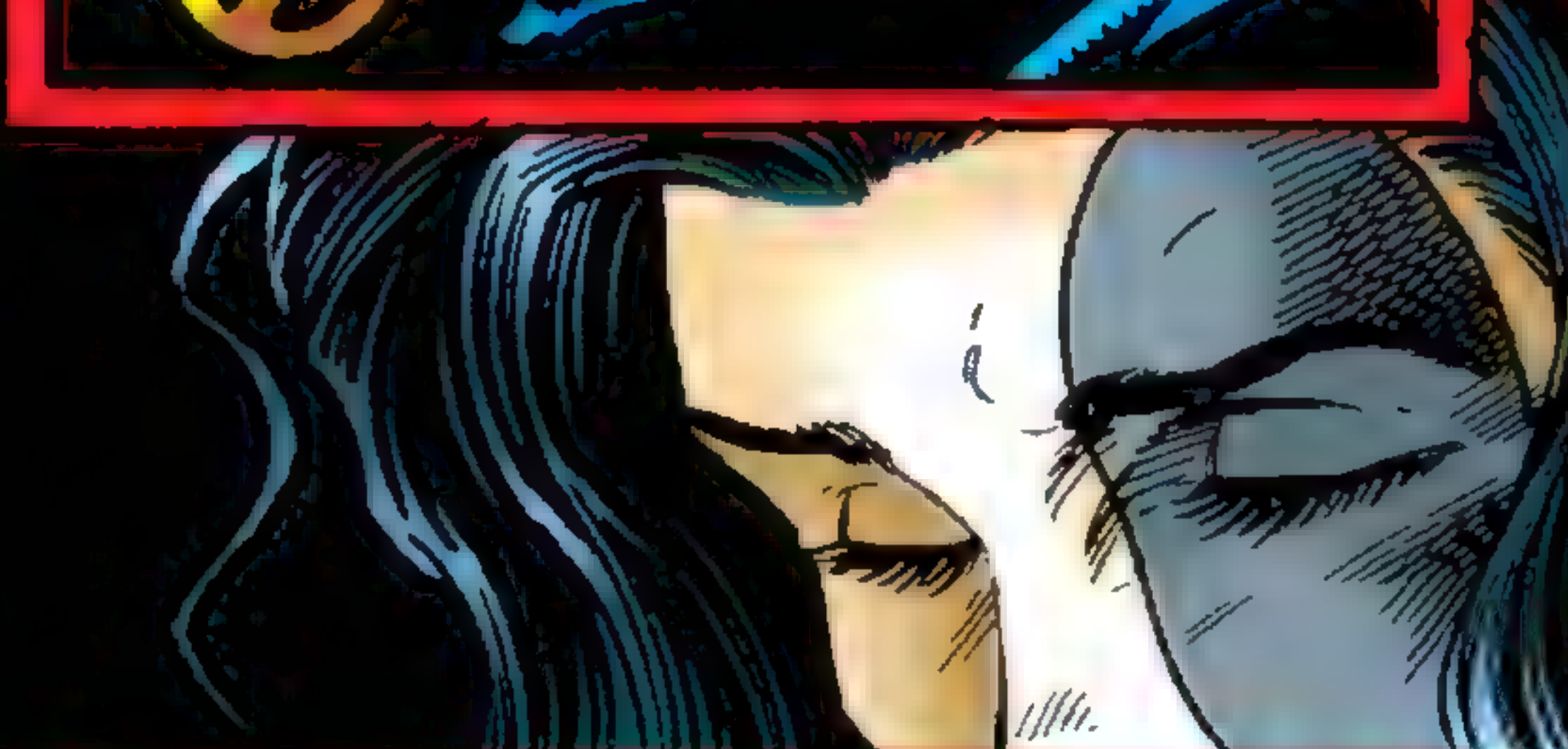
WHAT IS IT YOU WANT ME TO SAY?!



I WANT TO KNOW YOU'VE GOT A HEART IN THERE.

TYLER WAS MISGUIDED, TORTURED... EVIL.

BUT HE WAS YOUR SON.



MAYBE WOLVERINE DIDN'T THINK THERE WAS ANOTHER WAY --

-- BUT MAYBE YOU WOULD HAVE COME UP WITH SOMETHING.

THAT'S WHY YOU NEVER GAVE UP ON TYLER...

... AND WHY I COULD'VE DONE MORE FOR THEO...



DOM.

I KNOW YOU.

IF GRIZZLY PUT YOU IN A NO-WIN SITUATION, YOU DID THE BEST YOU COULD.



THE BEST THAT ANYONE COULD'VE DONE.

I... THANKS, NATHAN...

BLAMBLAMBLAMBLAM



THESE...
NIMRODS, ON
THE OTHER HAND,
ARE STARTING
TO GET ON MY
NERVES.

CABLE,
THE MEMORY
CHIP. IT'S
HERE!

BLAMBLAMBLAMBLAM



ALL RIGHT --
HERE GOES
NOTHING.

DON'T SOUND SO
POSITIVE. IT ISN'T
LIKE YOU.

**POOM
POOM
POOM**

BLAMBLAMBLAMBLAM



**BRAKK
BRAKK
BRAKK**

COME ON... A LITTLE
MORE TIME... AND
WE'VE GOT YOU,
ONSLAUGHT.



THE
CHIP.

IT'S... BEEN
MAGNETIZED.

IT'S
USELESS!

BOOM
BOOM
BOOM

WE'VE
BEEN SET
UP.

AGAIN!
AND I DON'T
LIKE IT!

NO
MATTER
WHAT I
DO --

-- DESPITE EVERY
SACRIFICE --

BOOM
BOOM
BOOM

-- INNOCENTS
LIKE TYLER GET
CAUGHT IN THE
CROSSFIRE!

HE
NEVER
WOULD HAVE
BECOME THE
MONSTER HE
WAS --

-- IF
NOT FOR
THE EVIL OF
APOCALYPSE
AND
STRYFE!

BOOMBOOMBOOM

WELL,
NOT THIS
TIME!

BOOM
BOOM
BOOM

NOTHING'S
GONNA STOP ME
FROM TAKING
YOU DOWN,
ONSLAUGHT!

NOTHING!

AND WHEN THE
SMOKE CLEARS...



ALL
CLEAR.

YOU'VE
MANAGED
TO ESCAPE
UNHARMED,
CABLE.

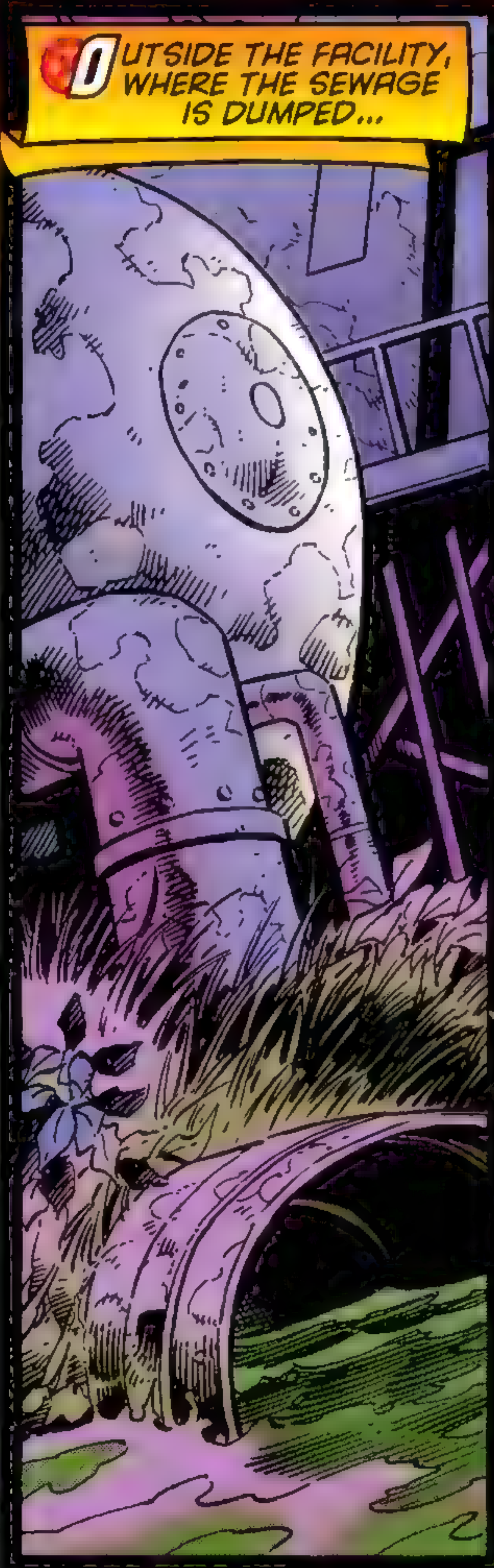


GOOD...

I
WOULDN'T
HAVE EXPECTED
ANYTHING
LESS...



OUTSIDE THE FACILITY,
WHERE THE SEWAGE
IS DUMPED...



FEEL
BETTER?

MUCH...

... EXCEPT
I'M SURE WE
WERE *WATCHED*
THE WHOLE
TIME.

I HAVE
A *VERY BAD*
FEELING ABOUT
THIS...



BALTIMORE,
MARYLAND.

HIDING FROM THE REST OF
THE WORLD A MAN WHO
WILL NOT BE BORN FOR TWO
MILLENNIA --

-- CABLE'S ENIGMATIC
ASKANI TEACHER KNOWN
ONLY AS --

-- BLAQUESMITH.

COMPUTER,
UPDATE CURRENT
ANALYSIS ON STATUS
OF CABLE'S TECHNO-
VIRUS...

... SPECIFICALLY,
DEVELOPMENTS
SINCE THE
CONFRONTATION
WITH *CHRONAL*
ANOMALY KNOWN
AS NATE
GREY.

A RUSTED
FRIGATE
LISTS IN AN
ABANDONED
SHIPYARD.

NOW,
VISUALLY
EXTRAPOLATE
BIOLOGICAL
CHANGES IF THE
DISEASE WERE
TO CONTINUE
UNCHECKED.

EXTRAPOLATE
FURTHER...

BLAST!

IF THIS
CONTINUES,
THERE IS NO
TELLING WHAT WILL
HAPPEN TO THE
ASKANI'SON...

... OR TO
ANY OF US IF THE
VIRUS SHOULD ATTACK
THE BRAIN FUNCTIONS
OF THIS ALPHA-LEVEL
TELEPATH --

HELLO.

You?!

YES.
ME.

AGAIN.

I
KNOW ALL
I NEED TO ABOUT
YOUR PRECIOUS
STUDENT...

... AND
I ALSO KNOW
HE CANNOT SURVIVE
ALL THE OBSTACLES
NOW BEFORE
HIM...

... WITHOUT
YOU.

GOODBYE.

NEXT:

IN **X-FORCE** #55,
CABLE AND X-FORCE
GO UP AGAINST
S.H.I.E.L.D.
TO RESCUE THE X-MAN
CYCLOPS!

AND IN 30 DAYS -- **CABLE** #33:
"NEVER IS A VERY SHORT TIME"
AS CABLE COMES FACE-TO-FACE
WITH

POST!

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COMICS
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THE UNCANNY

APPROVED
BY THE
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X-MEN[®]



**ALL
HANDS
AGAINST
THEM!**

64
71
96

ARLINGTON,
VIRGINIA.

THE HOME OF
ROBERT KELLY.

UNITED STATES
SENATOR.

FOR THE PAST FEW YEARS,
HE HAS DEDICATED HIMSELF
TO THE CAUSE OF RIDDING
THE AMERICAN PUBLIC OF
THE VERY REAL THREAT OF
"MUTANTS" --

-- HUMANS GENETICALLY GIFTED
WITH UNCANNY ABILITIES --
SUCH AS FLIGHT, MASTERY OF
MAGNETISM, THE WEATHER, OR
EVEN THE HUMAN MIND ITSELF.

CERTAIN MUTANTS HAVE
TAKEN EXCEPTION TO
KELLY'S VIEWS. VIOLENT
EXCEPTION.

HE WAS THE VICTIM OF A
MUTANT-LED ASSASSINATION
ATTEMPT... AND STILL LATER,
HIS NEWLYWED WIFE DIED AS
THE RESULT OF A MUTANT
TERRORIST ATTACK...

ROBERT KELLY HAS
PAID DEARLY FOR
HIS VIEWS, AND
TONIGHT...

COME ON,
COME ON...
WHERE ARE
YOU?

... THEY MIGHT
VERY WELL COST
HIM HIS LIFE.

YOU CALLED
ME.

??

WHO'S
THERE?!

STEP
OUT OF THE
DARKNESS...
NOW!

NOW,
OR SO HELP
ME --

H-H-H-H-H

STAN LEE PRESENTS
THE UNCANNY X-MEN

THE OTHER SHOE

SCOTT LOBDELL
WRITER

TOWNSEND
HUNTER
MORALES
& HUNT NKS

TEAM BUCCE
COLORS & ENHANCEMENT

BOB "DON'T CALL
ME CHIEF" HARRAS
EDITOR

PASCUAL
FERRY
QUEST PENCILS

RICHARD STARKINGS
AND COMICRAFT
LETTERING

YOU SENT
WORD THAT YOU
WANTED TO MEET
WITH ME, SENATOR
KELLY.

I
ASSUME
IT WASN'T
TO KILL
ME.

SO PUT
DOWN THE
GUN --

-- AND
WE'LL
TALK.

HIS NAME
IS SCOTT
SUMMERS.

HE IS BOTH BLESSED
AND CURSED WITH
POWERFUL OPTIC BLASTS
THAT ARE ALL BUT
UNCONTROLLABLE IN
THE ABSENCE OF HIS
RUBY-QUARTZ VISOR.

AS CYCLOPS -- LEADER
OF THE MUTANT OUTLAWS
KNOWN AS THE UNCANNY
X-MEN --

-- HE HAS SPENT
THE LAST FEW
YEARS OF HIS
YOUNG LIFE BEING
HUNTED, FEARED,
HATED.

ALL THE WHILE TRYING TO
PROTECT THE VERY PEOPLE
WHO WOULD RATHER HE
AND HIS FELLOW MUTANTS
DIDN'T EXIST.

SENATOR KELLY
IS ONE OF THOSE
PEOPLE.

WHO WAS IT THAT
GOT WORD TO
YOU?

PROFESSOR
XAVIER?

AMBASSADOR
SAINT CROIX?

Dr.
McC --

YOU'RE
BORING ME,
SENATOR.

WHAT
DO YOU
WANT?

I NEED
YOUR --

--AH--

I NEED
YOUR
HELP.

HOW
BAD IS
IT?

BAD.

S SEVERAL MILES AWAY...

... OTHER MEMBERS OF THE X-MEN --

-- STORM, THE WEATHER "GODDESS"...

... CANNONBALL, THE NEWEST MEMBER OF THE TEAM...

... AND THE TIME-LOST BISHOP...

... ARE OTHERWISE ENGAGED IN A SUBTLE MISSION OF THEIR OWN.

OROROP? MA'AM, I DON'T MEAN TO SOUND ALL DOUBTFUL OR NUTHIN'...

... BUT AIN'T THIS UP CABLE'S ALLEY MORE THAN THE X-MEN'S?

YOU FIND HOVERING DIRECTLY OVER *PENTAGON* AIRSPACE REMINISCENT OF YOUR DAYS WITH THE MORE AGGRESSIVE *X-FORCE*?

I TAKE THAT AS A COMPLIMENT.

FOR CABLE -- DESPITE HIS GRUFF EXTERIOR -- IS A MAN WHO KNOWS HOW TO ACHIEVE HIS GOAL...

... QUICKLY AND EFFICIENTLY. I FIND THAT ADMIRABLE.

THAT IS WHY WE'VE ENGAGED THE SHI'AR CLOAKING DEVICE.

THE ALIEN TECHNOLOGY PREVENTS US FROM BEING OBSERVED OR DETECTED BY THE SOLDIERS BELOW.

THINK OF IT AS A NECESSARY EVIL, SAM.

PHOENIX AND GAMBIT ARE ON THEIR WAY INSIDE RIGHT NOW --

-- AND CHANCES ARE, THEY'RE GOING TO NEED BACKUP.

WHICH IS THE PART I DON'T GET. HANK, WHAT'S THE DEAL WITH X-FACTOR?

THEY'RE THE SO-CALLED "GOVERNMENT SANCTIONED" TEAM O' MUTANTS.

SHOULDN'T THIS BE THEIR GIG?

I AGREE WITH YOU, ICEMAN.

BUT, AS IN ALL MATTERS OF IMPORT, I ACQUIESCE TO OUR FEARLESS FOUNDER, PROFESSOR XAVIER.

THEY ARE CURRENTLY ON A MISSION OF THEIR OWN.Ⓢ

THE MAN CALLED WOLVERINE DOESN'T JOIN THE CONVERSATION.

AS OF LATE, ANY INTERACTION BETWEEN HIMSELF AND HIS FRIENDS HAS BEEN... DIFFICULT.Ⓢ

SEE RECENT ISSUES OF X-FACTOR AND WOLVERINE - Rob.

OUR... SOURCES... INFORMED US THERE IS A MEETING OCCURRING WHICH WE NEED TO MONITOR.

BEAST, PLEASE ENGAGE THE LOW-LEVEL BIO-TRACKING DEVICE.

I DON'T WANT TO PSI-SCAN PHOENIX AND GAMBIT WITH MY MUTANT POWER, FOR FEAR WE'LL GIVE OURSELVES AWAY.

Umm... SURE.

SIR. CHARLES.

I JUST, UH... FORGET THE EXACT CALIBRATION.

I GOT IT, HANK.

CHEESE! YOU HAVEN'T BEEN THE SAME SINCE YOU TRASHED YOUR LAB LAST WEEK.Ⓢ

SEE UNCANNY #331 - Rob.

STUPID ICE CUBE, I HAVEN'T BEEN "MYSELF" SINCE I TRADED PLACES WITH THIS TIMELINE'S BEAST.Ⓢ

WHICH MIGHT NOT HAVE BEEN THE BRIGHTEST MOVE...

I'LL TAKE THAT UNDER ADVISEMENT, ROBERT.

SEE X-MEN UNLIMITED #10 - Rob.

BELOW...

... IN THE DEEPEST
REACHES OF THE
PENTAGON'S SUB-
BASEMENT:

... "MAJOR"
REMY LeBEAU...

... AND "COLONEL"
JEAN GREY...

... CALMLY WADE
DIRECTLY INTO
THE MOUTH OF
THE LION.

MADE
IT DIS FAR
WIT'OUT BEING
DETECTED,
CHERE.

DON'T
KNOW WHAT
DE BIG FUSS
IS.

THAT'S
WHAT MAKES
ME NERVOUS,
GAMBIT.

NOW,
LET'S KEEP
THE TELEPATHIC
MIND-TO-MIND
TALK TO A
MINIMUM.

WE'RE
ALREADY INCREASING
THE RISK OF DETECTION
BY MY PSIONICALLY
MASKING YOUR EYES'
TRUE
APPEARANCE.

OUR ALLY,
FORGE, MAY HAVE
CREATED MOST OF
THE MUTANT-DETECTION
TECHNOLOGY
IN THIS
FACILITY...

... ALLOWING
US TO NAVIGATE
THROUGH ANY
"HOLES" IN ITS
SYSTEMS...

... BUT
THAT DOESN'T
MEAN WE SHOULD
PUSH OUR LUCK
BY USING MY
POWERS TO
EXCESS.

SPOIL-
SPORT.

OPERATION ZERO TOLERANCE

"OPERATION
ZERO
TOLERANCE."

Hmmp.
NOW DON'T DAT
LOOK LESS THAN
COMFORTIN'...

COLORADO.

THE ROCKY MOUNTAIN AERIE
OF WARREN WORTHINGTON III --
MILLIONAIRE PLAYBOY, MUTANT,
AND, INCIDENTALLY, AN X-MAN
CURRENTLY ON LEAVE.

THERE WAS A TIME
WHEN HE USED TO
LIVE FOR THIS...

... TIME SPENT USING
HIS WINGS TO FLY HIGH
ABOVE THE WORRIES
AND CONCERNS
OF THE UNFORTUNATE
HUMANS GROUNDED
BELOW.

YET, SINCE HIS BATTLE
WITH THE HOMICIDAL
MANIAC KNOWN AS
SABRETOOTH -- HE
HAS NOT FLOWN AS
HIGH NOR AS FAST
NOR AS FAR.ⓧ

HIS BIO-GENETIC WINGS
WERE SEVERELY DAMAGED
IN THAT ENCOUNTER.

AND NOT FOR THE FIRST
TIME IN HIS LIFE, THE
HIGH-FLYING ARCHANGEL
DISCOVERS THAT NO
MATTER HOW LONG HE
SOARS, HE CANNOT ESCAPE
HIS OWN CONCERNS.

THAT'S
IT, WARREN,
KEEP *PUSHING*
YOURSELF.

CONCENTRATE
ON HELPING *BETSY*
RECOVER FROM
HER WOUNDS.

IGNORE
THE DAMAGE
DONE TO YOUR
OWN WINGS.

ⓧ SINCE LAST YEAR'S
SABRETOOTH SPECIAL -- Bob.

JUST
IGNORE THE
PROBLEM --

-- AND
MAYBE IT
WILL JUST
GO
AWAY.

LOOKING
FOR SOMEONE,
LUV?

PSYLOCKE?!

THAT
WAS GREAT,
BETTS!

IT LOOKS
LIKE YOUR
EXPOSURE TO THE
CRIMSON DAWN[®]
HAS LEFT YOU
SHARPER THAN YOU
WERE BEFORE
SABRETOOTH
WOUNDED
YOU.

SO IT
SEEMS.

WOULD YOU CARE
TO TRY THIS *AGAIN*...
FROM THE TOP?

IF
YOU'RE
UP TO
IT.

SEE **UNCANNY** #329 & 330 -- Bob.

Oh, WARREN...
YOU'VE TRIED SO HARD
TO CARE FOR ME DURING
MY CONVALESCENCE.
I... SHOULD TELL YOU
EVERYTHING.

I
SUPPOSE.

BUT THE
CHANGES TAKING
PLACE IN MY BODY -- IN MY
PERCEPTIONS -- ARE...
FASCINATING.

I DON'T
KNOW THAT I
WANT TO SHARE
THEM.

YET.

Eh? A
SHADOW
BEHIND
ME?

SORRY,
WARREN,
YOU'LL
HAVE TO DO
BETTER THAN
THAT.

HELP

ME!

WITHOUT UTTERING
A SPOKEN WORD,
PSYLOCKE'S PSIONIC
SCREAMS CUT
THROUGH THE AIR...

... TAKING THEIR TOLL
ON THE FRAGILE,
HEALING PSYCHE OF
ELISABETH BRADDOCK.



WARREN...?

BETTS?!

SO QUICK ARE HIS
REFLEXES THAT HE
TURNS AND DIVES IN
ONE FLUID MOTION.

BUT THE WEEKS OF
PRETENDING THAT HIS
PROBLEMS WILL ALL
JUST MIRACULOUSLY
DISAPPEAR...

ARRGH!

... FINALLY
EXACT
A PRICE...

THE PENTAGON.

YOU T'INK
DEY SERVE
DRINKS AT
DE LATE
SHOW?

I THINK
THE MORE
NERVOUS YOU
GET -- THE MORE
JOKES YOU
CRACK.

NOW THIS IS
INTERESTING.

THIS
ROOM IS FILLED
WITH MILITARY
OFFICIALS, DIPLOMATS
AND AMBASSADORS
FROM SEVERAL
DIFFERENT
COUNTRIES!

WHAT
COULD POSSIBLY
BRING SUCH VARYING
FACTIONS TOGETHER
IN ONE
ROOM?

ONLY
ONE T'ING
I KNOW DAT
PEOPLE
HATE DAT
MUCH.

MUTANTS.

SHHH.

ANCIENT
FAMILY
SECRET.

ESTEEMED
COLLEAGUES...
WELCOME.

A
PEOPLE
UNDER
SIEGE.

MY
NAME IS
BASTION.

WELCOME
TO A WORLD
IN CRISIS.

AS
MOST OF YOU
ALREADY
KNOW --

-- I HAVE
COME TO
SET US
FREE.

GREAT.
WON'ERFUL.

JUST
WHAT WE NEED.
ANOTHER SELF-
APPOINTED SAVIOR
OF HUMANITY
WHO --

QUIET,
REMY.

THERE'S
SOMETHING WRONG...
SOMETHING
DIFFERENT.

IN THE PAST, YOUR VARIOUS
GOVERNMENTS HAVE SPENT
COUNTLESS *BILLIONS* OF
DOLLARS ON STUDYING,
CONTAINING OR EVEN
EXTERMINATING
MUTANTS.

UNTIL NOW, YOU
HAVE WISELY CHOSEN
TO *CONSOLIDATE* YOUR
FORMIDABLE RESOURCES
UNDER A SINGLE MULTI-
NATIONAL, *HUMAN*
SURVIVAL TASK
FORCE...

GAMBIT, WHEN
I SCAN A MIND THAT
IS CLOSED TO ME...
I USUALLY FEEL
THE MENTAL
RESISTANCE.

BUT WITH
BASTION, IT'S AS
IF HE DOESN'T EVEN
EXIST... LIKE HE'S
SOME PSIONIC
BLANK
SLATE!

... OPERATION:
ZERO
TOLERANCE.

WHILE THERE ARE MANY
PROBLEMS *CURRENTLY* FACING
HOMO SAPIENS IN OUR DEALINGS
WITH THE SO-CALLED HOMO
SUPERIOR --

-- EVERYTHING
FROM SELF-PROFESSED 'EVIL
MUTANTS' TO THE LINGERING AND
INTANGIBLE THREAT OF THE *LEGACY
VIRUS* WHICH STANDS TO DECIMATE
BOTH THE MUTANT *AND*
HUMAN POPULACE --

-- THE MOST
DISTURBING
DILEMMA MAY BE
THE SUDDEN AND
SEEMINGLY RANDOM
PROLIFERATION
OF INCIDENTS
INVOLVING
SOMETHING
CALLED...

BUT...

... HOW
COULD
ONSLAUGHT
BE DOING
ALL DIS --

-- AND DE
PROFESSOR
KNOW
NOTHING
ABOUT
IT?

... *ONSLAUGHT*.

DESPITE
OUR *UNITED*
INTELLIGENCE DATA,
WE DON'T KNOW IF WE'RE
DEALING WITH A SINGLE
INDIVIDUAL OR AN
ORGANIZATION.

IT IS
CLEAR THAT THIS
IS A DESTRUCTIVE,
MALEVOLENT FORCE
THAT IS MAKING ITS
PRESENCE FELT
ALL OVER THE
PLANET.

GEORGETOWN.
THE RESIDENCE
OF SENATOR KELLY...

IT WASN'T
SUPPOSED TO
TURN OUT
THIS WAY...

SOUNDS
LIKE HE'S
ABOUT TO
SING.

WHAT
WAY WAS
THAT?

WHEN
I FIRST GOT
INVOLVED WITH
PROJECT:
WIDEAWAKE...

I DID SO
IN ORDER TO
SERVE THE *BEST*
INTERESTS OF
EVERYONE --
HUMANS AND
MUTANTS.

YOU'VE *SEEN* THE
HEADLINES, CYCLOPS --
NO, MORE THAN THAT,
YOU'VE *LIVED* MOST
OF THEM!

HUMANS
KILLING
MUTANTS.

MUTANTS
KILLING
HUMANS.

PEOPLE
KILLING
PEOPLE.

THE MUTANT
REGISTRATION
ACT...? THE
SENTINELS...?
PROJECT:
WIDEAWAKE...?

THESE
WERE ALL JUST
TOOLS DESIGNED
TO STOP THIS
MADNESS.

I ASSURE
YOU, THE GOAL
WAS *NEVER* TO
DESTROY ONE
RACE OVER THE
OTHER.

BUT
DESPERATE
TIMES *DEMANDED*
DESPERATE
MEASURES.

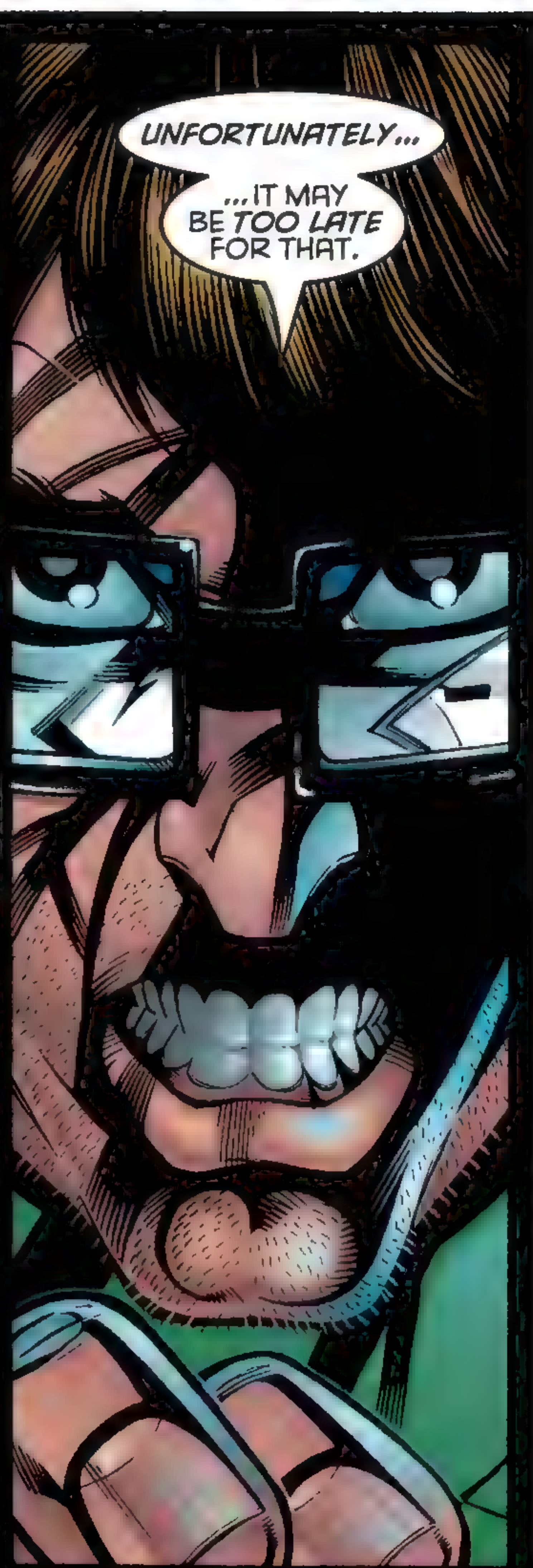
I THINK
THAT'S ALL
WE NEED TO
HEAR FROM
SENATOR
KELLY
TODAY.



I'LL BE THE FIRST TO CONCEDE THAT CERTAIN MUTANTS CAN BE DANGEROUS. IN FACT, THAT IS ONE OF THE PRIMARY REASONS THE X-MEN WERE FORMED.

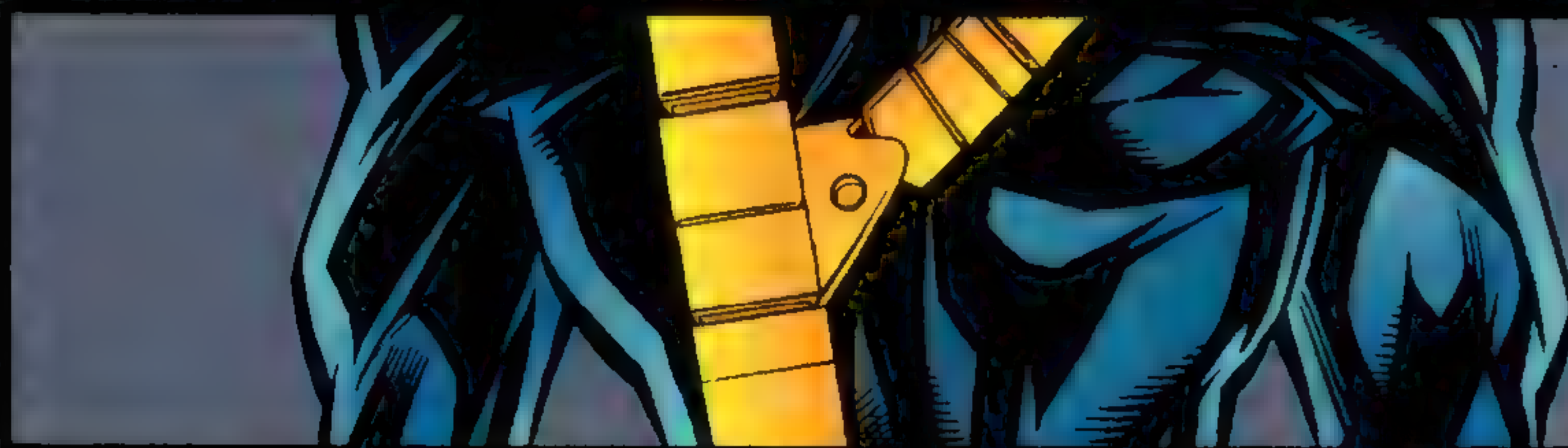
BUT MOST MUTANTS DON'T WANT TO DESTROY THE WORLD... OR EVEN TO RULE IT.

MOST OF US WOULD BE HAPPY TO BE LEFT ALONE -- TO LIVE OUR LIVES LIKE ANY "NORMAL" HUMAN.



UNFORTUNATELY...

...IT MAY BE TOO LATE FOR THAT.



THERE IS A MOVEMENT OUT THERE, CYCLOPS -- A GROUP WITH AN INTERNATIONAL AGENDA.

I ONLY RECENTLY BECAME AWARE OF IT DURING AN INVESTIGATION INVOLVING THE *DISAPPEARANCE* OF SEVERAL DOZEN TECHNICIANS WORKING AT A *SENTINEL RESEARCH FACILITY* IN --

SENATOR, DO YOU HAVE SECURITY GUARDS ON THE GROUNDS?

NO.

WHY?



BEFORE HE EVEN
HAS TIME TO SHOUT
A WARNING --

-- THE ROOM EXPLODES
AS CYCLOPS INSTINCTIVELY
PROTECTS HIS LONG-TIME
ADVERSARY.

MOMENTS
LATER...

MISSION
ACCOMPLISHED,
SIR.

FOR THE MOMENT,
THE SENATOR WON'T
BE TELLING ANY MORE
TALES OUT OF
SCHOOL.

PRESIDENTIAL CANDIDATE
GRAYDON CREED SMILES.

MEANWHILE...

PROFESSOR?

SILENCE, ORORO. I'M CONCENTRATING.

TRYING TO MENTALLY EAVESDROP ON THE PRESENTATION BELOW...

BUT EARLIER YOU STATED YOU WERE UNABLE TO DO SO.

I WAS WRONG.

NOW, CEASE THESE DISTRACTIONS... PLEASE.

BELOW...

-- SHE WAS FOUND WITH THE THIRTY OTHER SCIENTISTS WHO WORKED AT THE SENTINEL RESEARCH PLANT...

... WITH NO MEMORY OF THE SIX MONTHS SHE'D SPENT WORKING ON THE PROJECT.

KLK!

THIS IS THE EXTENT OF THE THREAT WE'RE UP AGAINST, PEOPLE --

-- THIS "ONSLAUGHT" SEEMS INTENT ON CONSUMING US ALL.

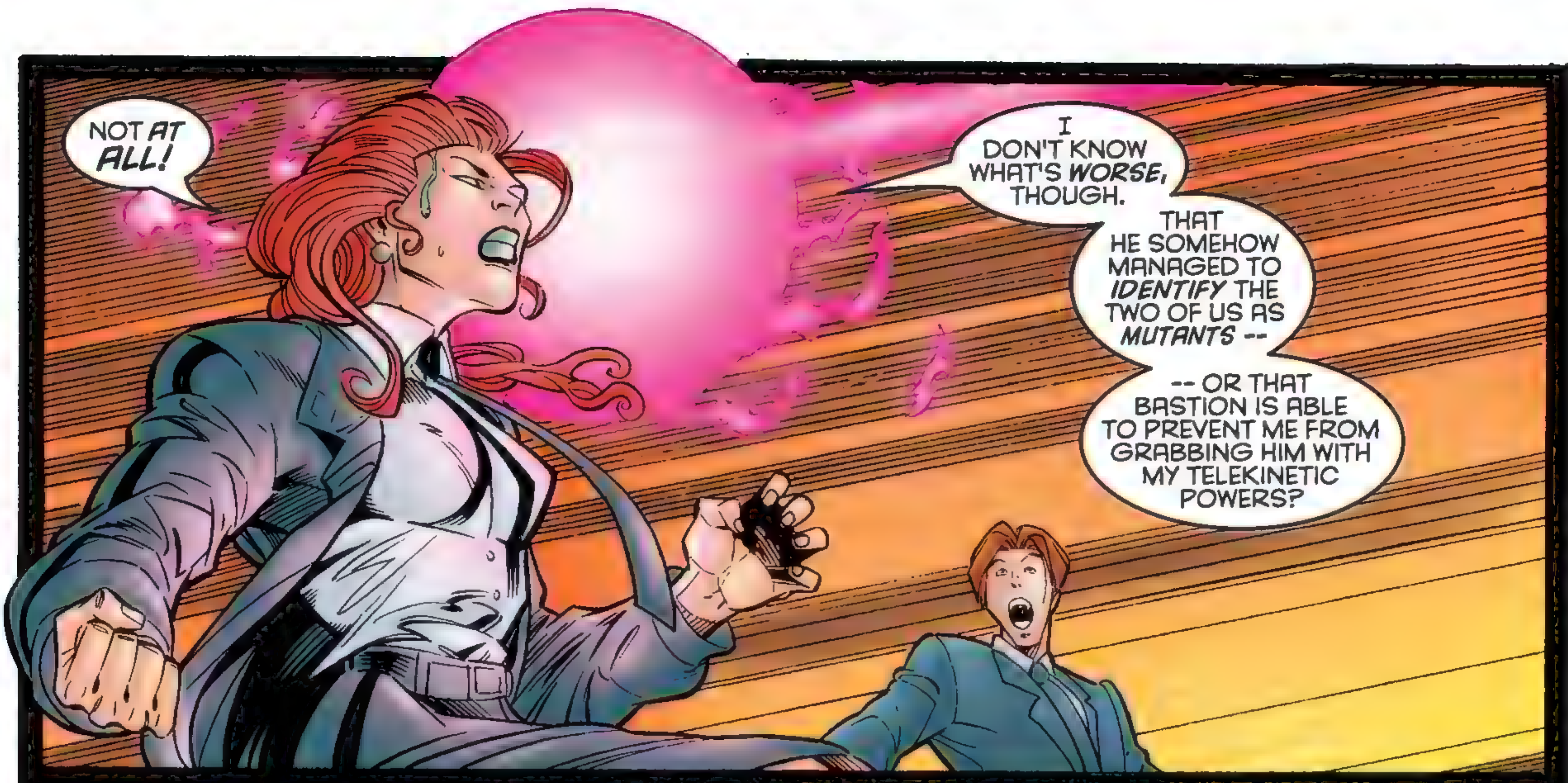
WE ARE UP AGAINST A MUTANT OR MUTANTS WHO CAN TURN MINDS ON AND OFF -- ERASE ENTIRE LIVES -- ON A WHIM.

THAT IS WHY WE ARE ENDING IT ALL.

TONIGHT.

NOW.

DIS DON'T LOOK SO GOOD.

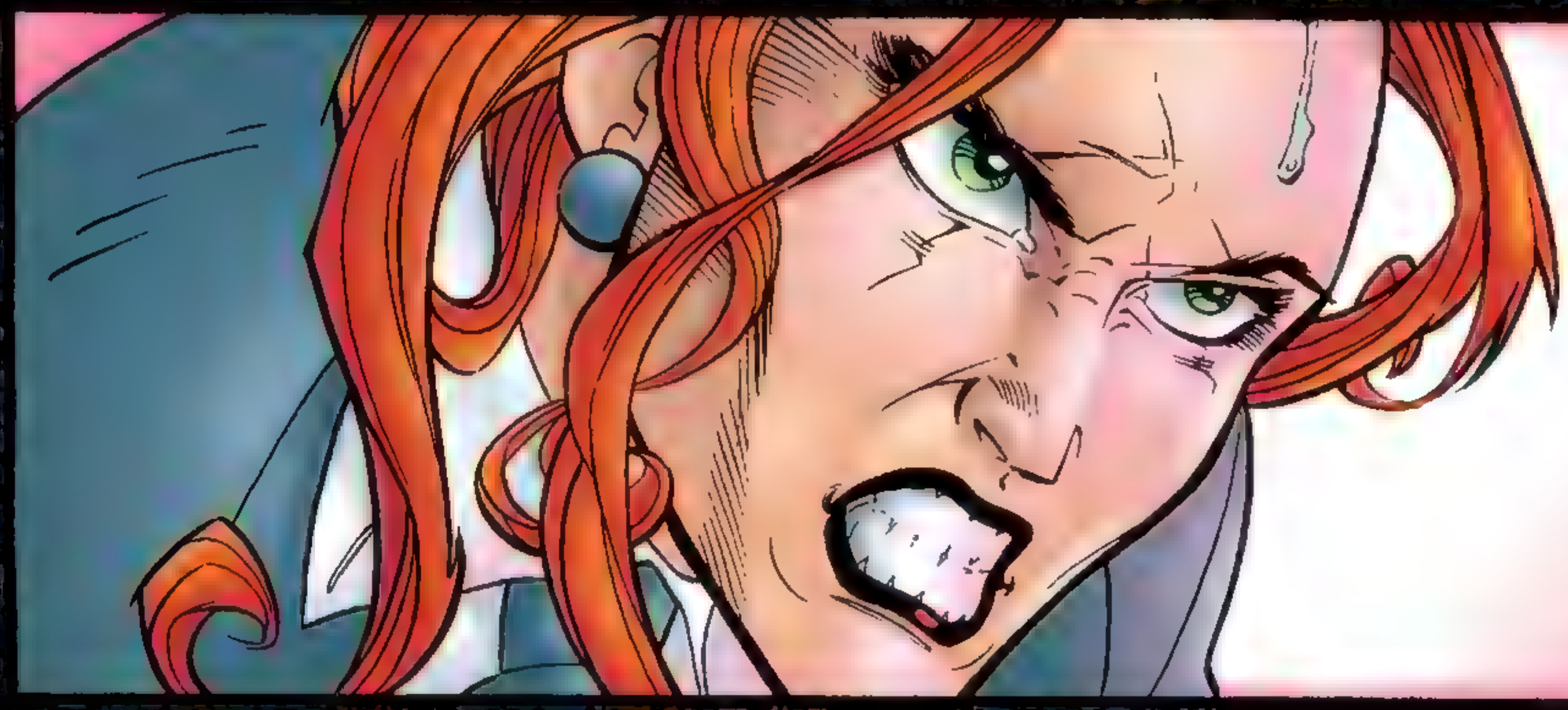


NOT AT ALL!

I DON'T KNOW WHAT'S WORSE, THOUGH.

THAT HE SOMEHOW MANAGED TO IDENTIFY THE TWO OF US AS MUTANTS --

-- OR THAT BASTION IS ABLE TO PREVENT ME FROM GRABBING HIM WITH MY TELEKINETIC POWERS?



IT'S AS IF MY MUTANT ABILITY DOESN'T WORK ON HIM.

BUT THAT'S... IMPOSSIBLE!



BE DAT AS IT MAY, CYCLOPS TRUSTED ME T'KEEP AN EYE OUT ON HIS WIFE, PHOENIX...

... AND I'M FACIN' ALL KINDS OF TROUBLE IF I BLOW DAT ONE!



WHAT SAY WE WORRY ABOUT DE HOWS AND WHYS AND WHATEVERS 'BOUT BASTION...

... UNTIL AFTER WE GET HOME.



READY..?

AS I'LL EVER BE.

FORTUNATELY, THESE SOLDIERS ARE RELUCTANT TO OPEN FIRE WITH CIVILIANS IN THE ROOM.

IF WE WAS AS
EVIL AS EV'BODY
T'INKS --

-- WE'D
HAVE GRABBED
A FEW OF DEM AS
HOSTAGES.

GAMBIT!

I SAID
"IF."

REMY, I SENSE
PEOPLE ON THE
OTHER SIDE OF
THE DOOR.

YOU
WANT ME TO
KINETICALLY
CHARGE DESE
CARDS --

-- AND
USE 'EM TO
MAKE A NEW
DOORWAY
OUTTA THE
WALL
INSTEAD?

JUST
WHEN I WAS
AFRAID DE ONLY
REASON YA ASKED
ME TO COME ALONG
IS MY IRRESISTIBLE
ANIMAL
MAGNETISM.

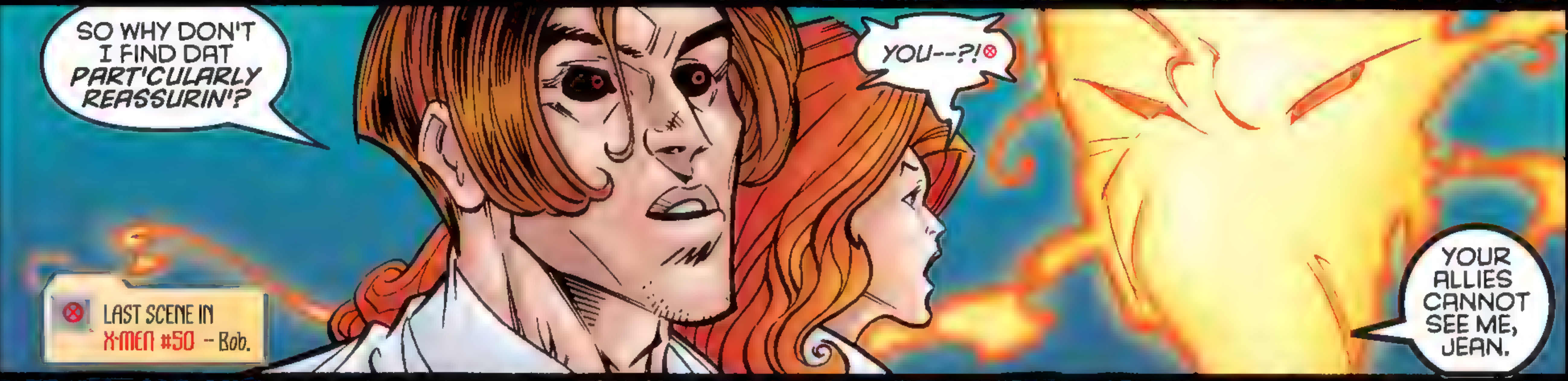
DON'T
PUSH IT,
CAJUN.

WHO,
ME?



WHA--?!
ARE ALL THESE SOLDIERS... DEAD?

NO.
ACCORDING TO MY PSYCHIC SCAN --
-- THEY'RE ALL SLEEPING?



SO WHY DON'T I FIND DAT PART'ICULARLY REASSURIN'?

YOU--?!ⓧ

YOUR ALLIES CANNOT SEE ME, JEAN.

ⓧ LAST SCENE IN X-MEN #50 - Bob.



IT WAS YOU!
YOU MADE ALL THESE SOLDIERS PASS OUT.

YOU HELPED US ESCAPE.



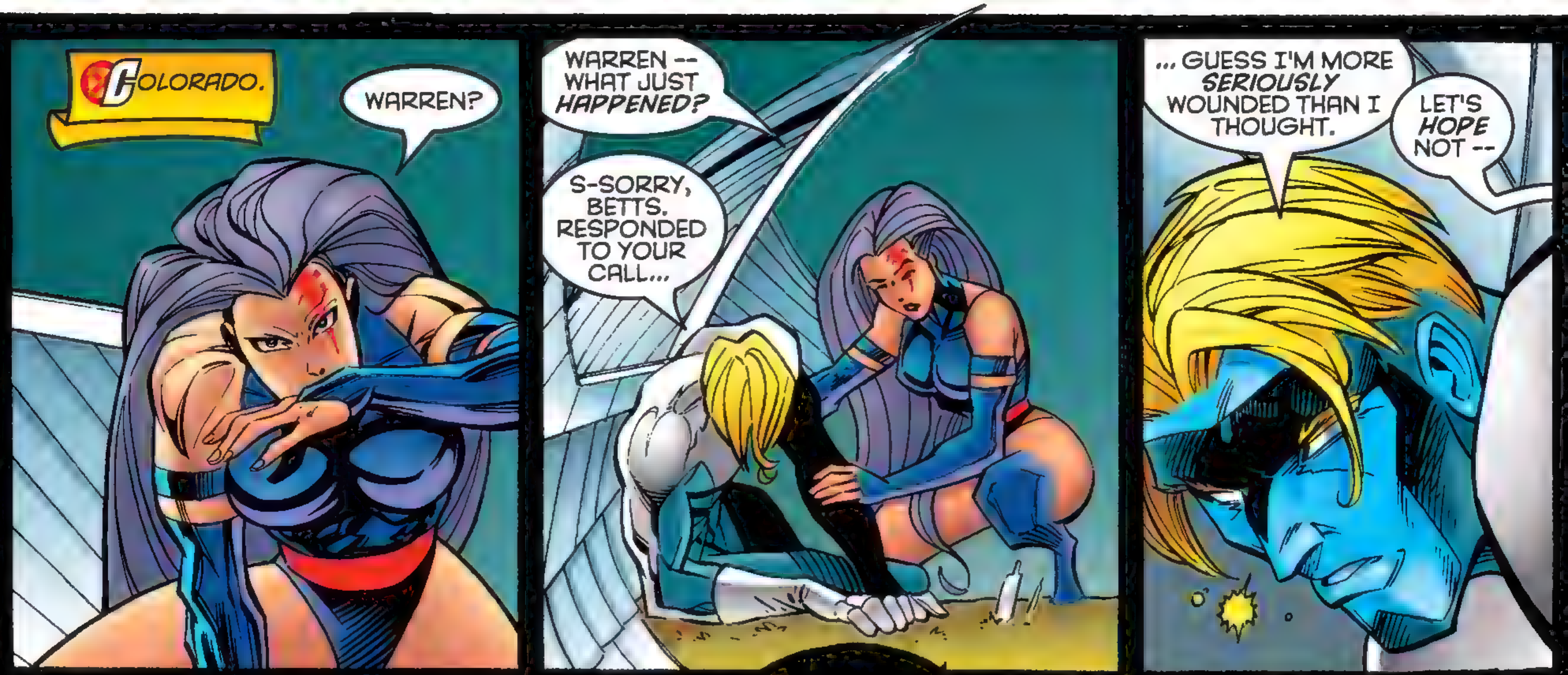
YES.



WHY?

CONSIDER IT...
...A GIFT.ⓧ

ⓧ FOR MORE ON PHOENIX AND HER ENCOUNTER WITH ONSLAUGHT, DON'T MISS X-MEN #53 - Bob.





MARVEL COMICS X-MEN JUNE '96 55



ADAM
POLLINA
MARK
MORALES
1990

VS.

SHIELD

SEVERAL
THOUSAND
FEET ABOVE
SEA LEVEL.

IF
I WERE
YOU, I'D
MOVE.

THIS STORY TAKES PLACE RIGHT
AFTER **UNCANNY X-MEN #333!**

I AM NOT
GOING ANYWHERE,
MELTDOWN.

SHE IS THE
S.H.I.E.L.D.
HELI-CARRIER.

AN IMPENETRABLE FORTRESS
THAT HOVERS IN THE SKY; THE
PRIDE OF AMERICA'S TOP SECRET
INTELLIGENCE ORGANIZATION.

NO ONE HAS EVER
SUCCESSFULLY
BROKEN PAST HER
MASSIVE
SECURITY.

THAT ALONE WOULD BE A
TEMPTING ENOUGH CHALLENGE
FOR THESE UNIQUE YOUNG
MEN AND WOMEN WITH
DAZZLING, BUT NEARLY
UNCONTROLLABLE POWERS.

TONIGHT, HOWEVER,
SOMEWHERE BETWEEN
NEW YORK CITY AND
WASHINGTON, D.C., THEY
ARE ON A MISSION.

MELTDOWN
CAN CREATE
DEVASTATING
ENERGY TIME
BOMBS --

SHATTERSTAR
-- WHILE
KNOWS NO PEER IN
EITHER ACROBATICS OR
SWORDSMANSHIP.

AND THEY ARE
JUST TWO OF
THE MUTANT
STRIKE FORCE
KNOWN AS

STAN LEE PRESENTS **FORCE** IN

THREE
TWO
ONE

WITHOUT A NET

JEPH ADAM MARK
LOEB POLLINA MORALES
WRITER PENCILS INKS

RICHARD STARKINGS MARIE MALIBU
COMICRAFT JAVINS ENHANCE-
LETTERING COLORS MENT

BOB HARRAS HIGHWIRE CONSULTANT

S'OKAY
BY ME, 'STAR.
IT'S YOUR
FUNERAL.

IT'S
SHOW TIME,
FOLKS!

STRATEGIC HAZARD INTERVENTION
ESPIONAGE LOGISTICS DIRECTORATE

INSIDE, THE
HELM. NOW.

WARNING. ALL
PERSONNEL --
HULL BREACH ON
LEVEL 27.

WHAT
THE -- ?

WARNING.
HULL
BREACH ON
LEVEL 9.

TIMOTHY ALOYSIUS
DUGAN HAS SEEN
MUCH IN HIS LIFE.

HE'S BEEN IN CHARGE
OF INTERNAL SECURITY
FOR THIS "TUB" (AS HE
CALLS IT) FOR MORE
YEARS THAN HE'LL ADMIT.

WARNING.
HULL BREACH
ON LEVEL 54.

WHAT
IN THE NAME
OF SAM HILL
**IS GOIN' ON
OUT THERE?!**

"DUM-DUM" DUGAN (AS
HIS PREVIOUS BOSS --
NICK FURY -- USED TO
CALL HIM) HAS AN ODD
FEELING.

EVEN THOUGH
THE NIGHT IS
STILL YOUNG --

-- THIS AIN'T ONE HE'S
GONNA FORGET!



ALL
RIGHT, PEOPLE --
LISSSEN UP!

I WANT
**TASK FORCES ONE,
TWO AND THREE** ON THE
DOUBLE TO EACH OF
THOSE EXPLOSION
SITES.

GET
AN **F-14 SQUAD**
LAUNCHED.

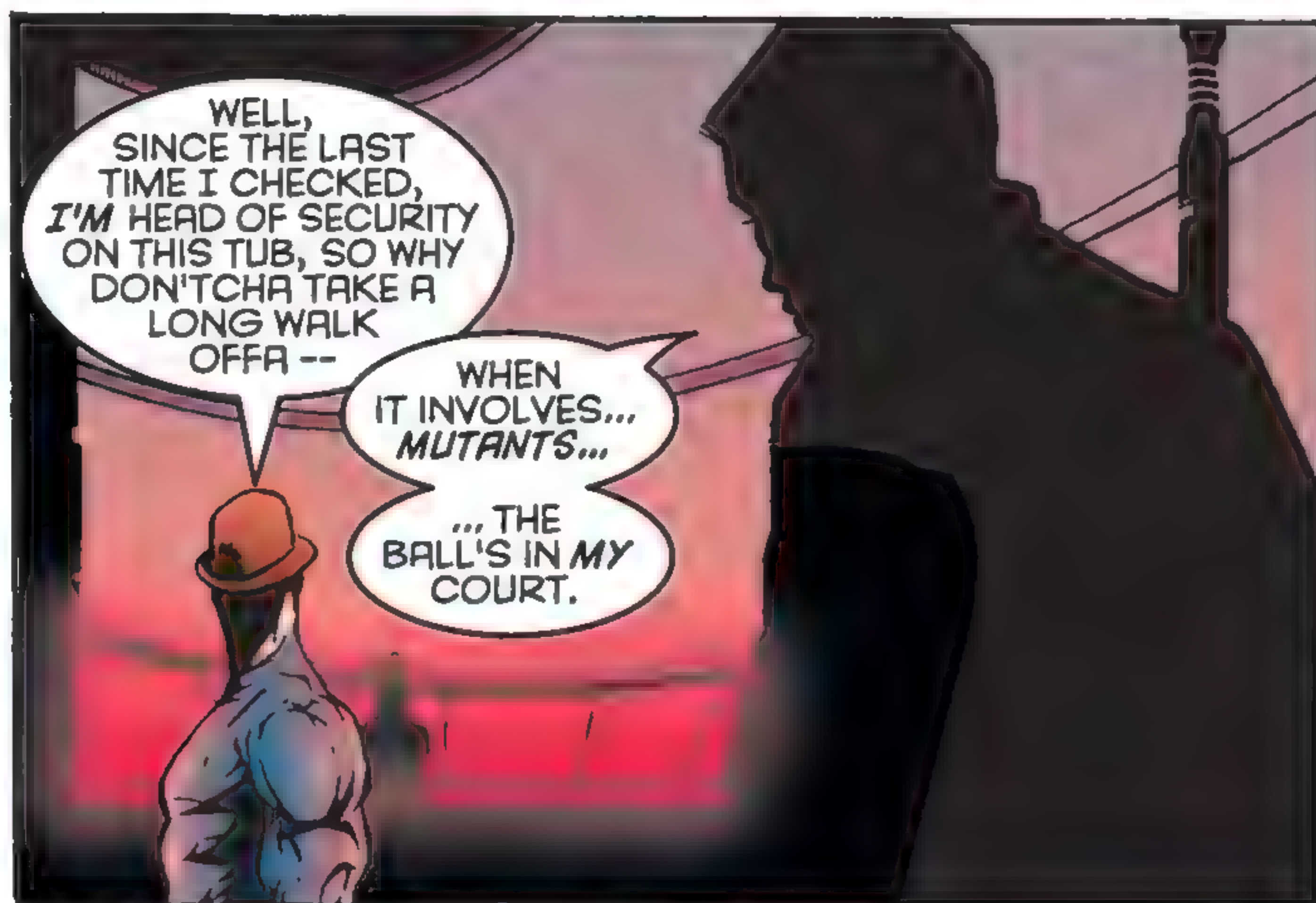
WHATEVER
WANTS *IN* HERE
SO BAD IS ABOUT TO
GET THE SURPRISE
OF HIS, HER OR
ITS LIFE!



IT'S NOT
A BREAK-IN,
DUGAN.

IT'S A
BREAK-OUT. YOU
KNOW WHO WE HAVE ON
BOARD. THE MAN IS **WANTED**
FOR THE ATTEMPTED
ASSASSINATION OF
**SENATOR ROBERT
KELLY.**

WHO --
Oh, IT'S
YOU.



WELL,
SINCE THE LAST
TIME I CHECKED,
I'M HEAD OF SECURITY
ON THIS TUB, SO WHY
DON'TCHA TAKE A
LONG WALK
OFFA --

WHEN
IT INVOLVES...
MUTANTS...

...THE
BALL'S IN MY
COURT.



IN
A PIG'S
EYE!

STAND DOWN,
TIMOTHY.

**CONTESSA
VALENTINA DE
LA FONTAINE,
ACTING HEAD
OF S.H.I.E.L.D.**



HE'S
RIGHT.

IT'S HIS
SHOW.

FOR
NOW.

THANK
YOU, CONTESSA --
AT LEAST **SOMEONE**
UNDERSTANDS
THE **CHAIN-OF-
COMMAND.**

-GRUMBLE-
GRUMBLE-NOT THE
WAY NICK WOULD-
GRUMBLE-HANDLED-
IT-GRUMBLE-

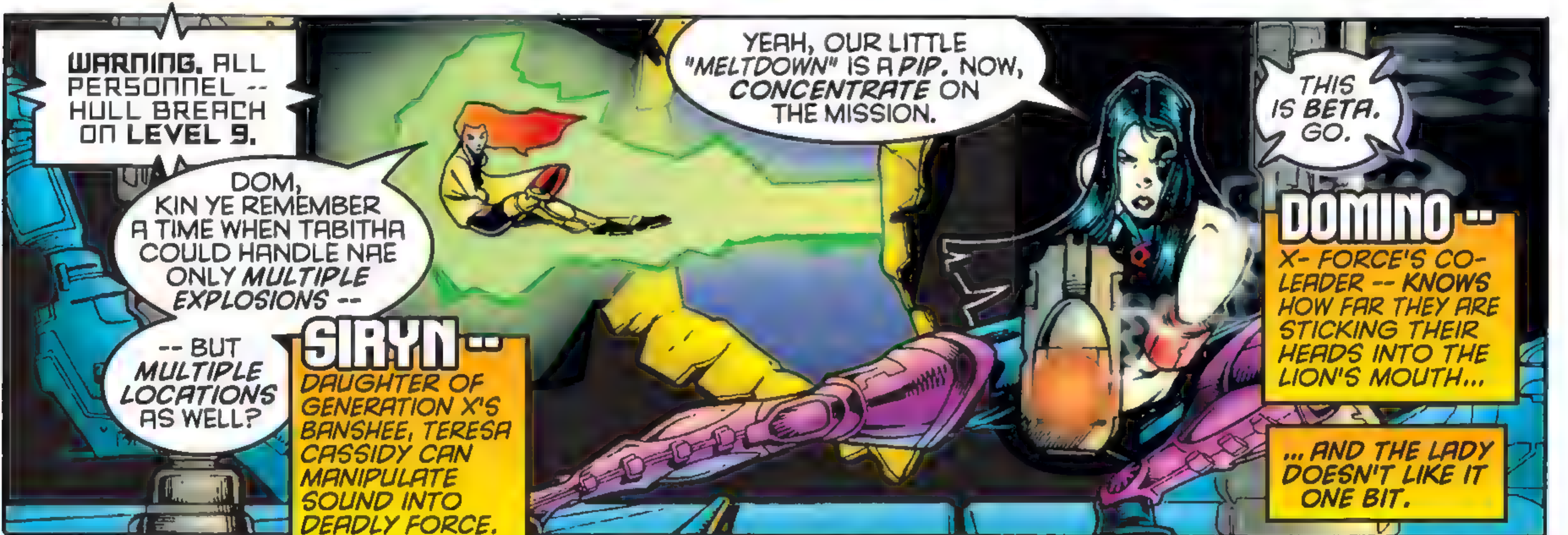


THIS IS ALPHA.
WE'RE IN.

WARNING. ALL
PERSONNEL --
HULL BREACH
ON LEVEL 27.



WARNING. ALL
PERSONNEL --
HULL BREACH ON
LEVEL 54.



WARNING. ALL
PERSONNEL --
HULL BREACH
ON LEVEL 9.

DOM,
KIN YE REMEMBER
A TIME WHEN TABITHA
COULD HANDLE NAE
ONLY MULTIPLE
EXPLOSIONS --

-- BUT
MULTIPLE
LOCATIONS
AS WELL?

SIRYN --

DAUGHTER OF
GENERATION X'S
BANSHEE, TERESA
CASSIDY CAN
MANIPULATE
SOUND INTO
DEADLY FORCE.

YEAH, OUR LITTLE
"MELTDOWN" IS A PIP. NOW,
CONCENTRATE ON
THE MISSION.

THIS
IS BETA.
GO.

DOMINO --

X-FORCE'S CO-
LEADER -- KNOWS
HOW FAR THEY ARE
STICKING THEIR
HEADS INTO THE
LION'S MOUTH...

... AND THE LADY
DOESN'T LIKE IT
ONE BIT.

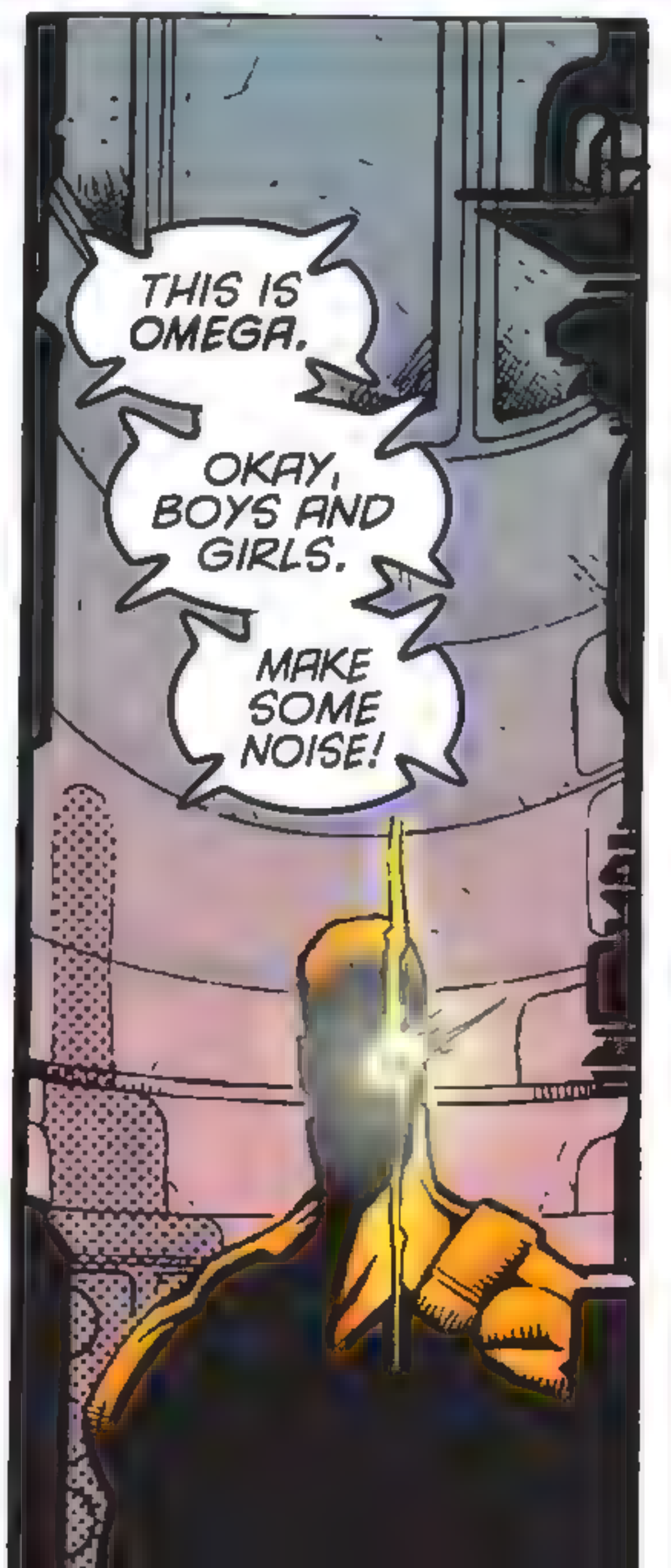


SCRATCH
TWO MORE
SATELLITE
MINES.

THIS
IS DELTA.
WE'RE
SECURE

ROBERTA DACOSTA --
AKA **SUNSPOT** --

-- A LIVING BATTERY
OF SOLAR ENERGY --
SOARS OUTSIDE.



THIS IS
OMEGA.

OKAY,
BOYS AND
GIRLS.

MAKE
SOME
NOISE!

AT THE GATEWAY FOR THE SHIP'S ENORMOUS TURBINE ENGINES --

-- IN THE WAKE OF THE DEAFENING PROPELLER BLADES, THE LAST TWO MEMBERS OF X-FORCE MAKE THEIR ENTRANCE... QUIETLY.

CABLE -- X-FORCE'S LEADER -- THE PSIONIC WARRIOR FROM THE FUTURE BATTLING IN OUR TIME FOR A BETTER WORLD AND --

CALIBAN -- X-FORCE'S OWN MUTANT TRACKER, SIMPLE IN MIND, YET RELENTLESS IN EXECUTION.

WE'VE GOT TO TIME THIS RIGHT, CAL --

-- UNLESS YOU WANT TO WIND UP LIKE SLICED BOLOGNA.

CALIBAN LIKES BOLOGNA.

BUT, CALIBAN WOULD NOT WANT TO BE BOLOGNA.

WELL, **COME ON!**

CABLE-NATHAN.

CALIBAN WANTS TO MOVE.

BUT CALIBAN IS SCARED

YOP!

WE DON'T HAVE TIME FOR THIS!

LOOK, I KNOW WHAT IT'S LIKE NOT TO BE AT THE TOP OF YOUR GAME.Ⓢ

AND YOUR... INCIDENT WITH ABSALOM SPOOKED YOU ABOUT DYING.Ⓢ

BUT, EVERYONE IS DEPENDING ON YOU NOW.

YOU WANT TO LET THEM DOWN?

N-NO, CABLE-NATHAN.

THEN, THE SOONER YOU FIND OUR TARGET --

-- THE SOONER WE'LL ALL GET HOME SAFELY.

CALIBAN HEARS YOUR WORDS, CABLE-NATHAN --

-- BUT CALIBAN CAN ALSO SEE THAT YOU ARE NOT FEELING WELL EITHER...

SEE RECENT ISSUES OF CABLE -- Bob!
X-FORCE # 53 -- Bob!

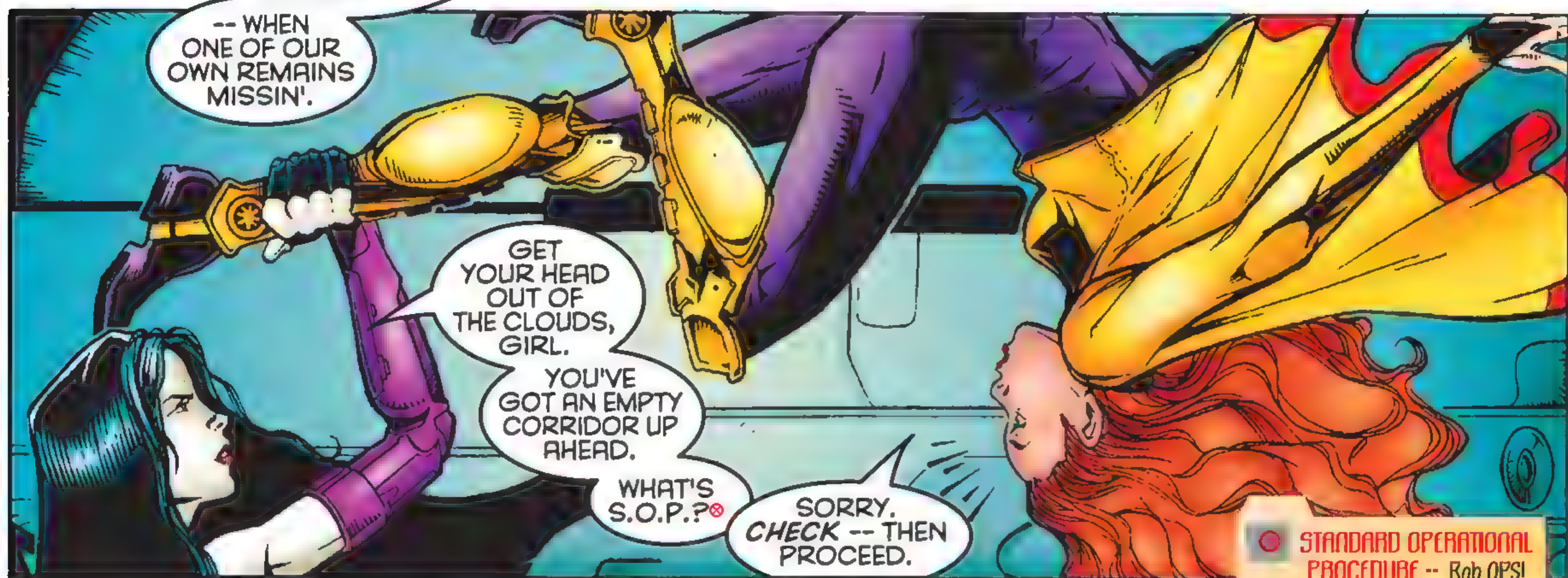


THERE'S SOMETHIN' I DINNAE UNDERSTAND, DOM -- WHY WE'RE RUNNIN' OFF DOIN' X-MEN BUSINESS --

THANK HEAVEN FOR SMALL FAVORS.

SOMETHING'S NOT RIGHT.

WE HAVEN'T ENCOUNTERED *ANY* HOSTILE RESISTANCE.



-- WHEN ONE OF OUR OWN REMAINS MISSIN'.

GET YOUR HEAD OUT OF THE CLOUDS, GIRL.

YOU'VE GOT AN EMPTY CORRIDOR UP AHEAD.

WHAT'S S.O.P.?

SORRY. CHECK -- THEN PROCEED.

STANDARD OPERATIONAL PROCEDURE -- Bob OPS!

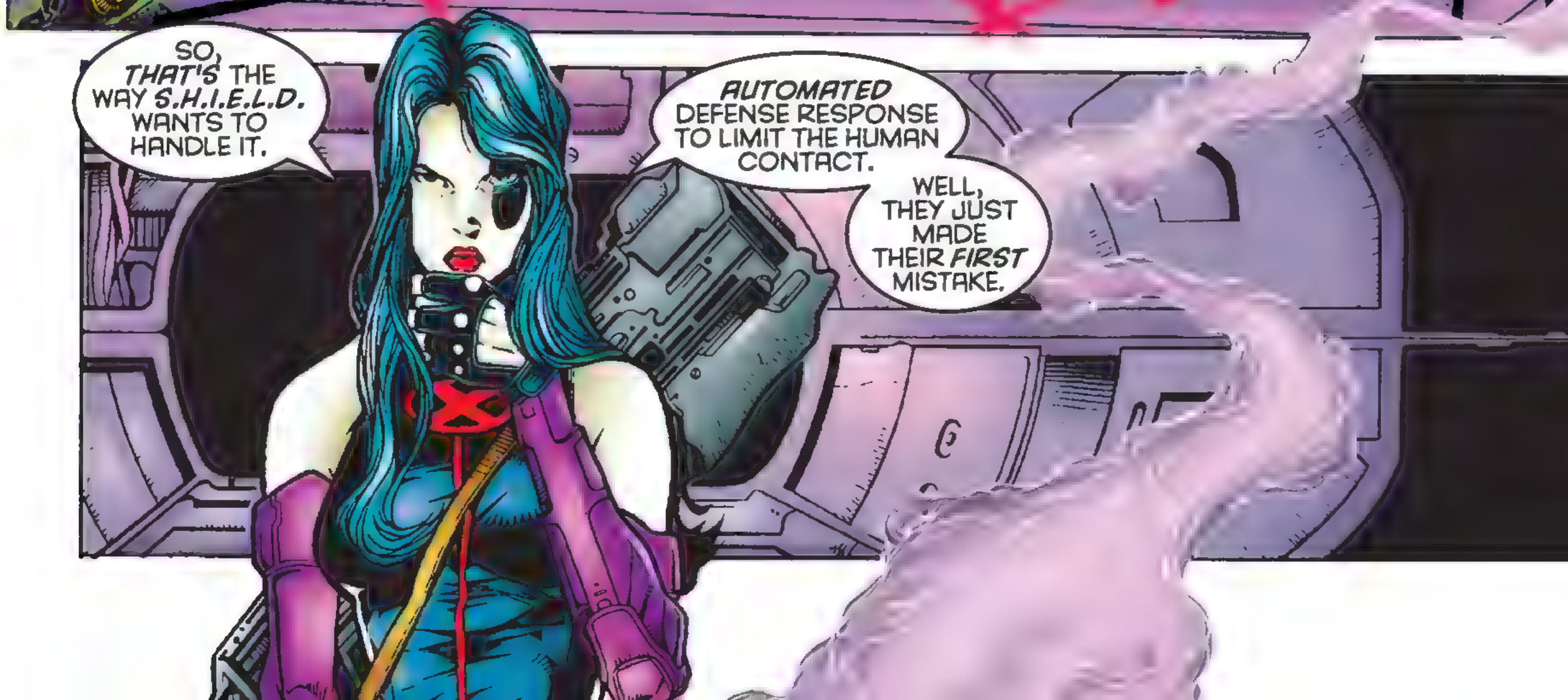


ME DA' TAUGHT ME THIS TRICK.

SENDIN' OUT A *SINGLE* PULSE O'SOUND -- LIKE A DEPTH CHARGE.

WHOA.

EEP



SO, THAT'S THE WAY S.H.I.E.L.D. WANTS TO HANDLE IT.

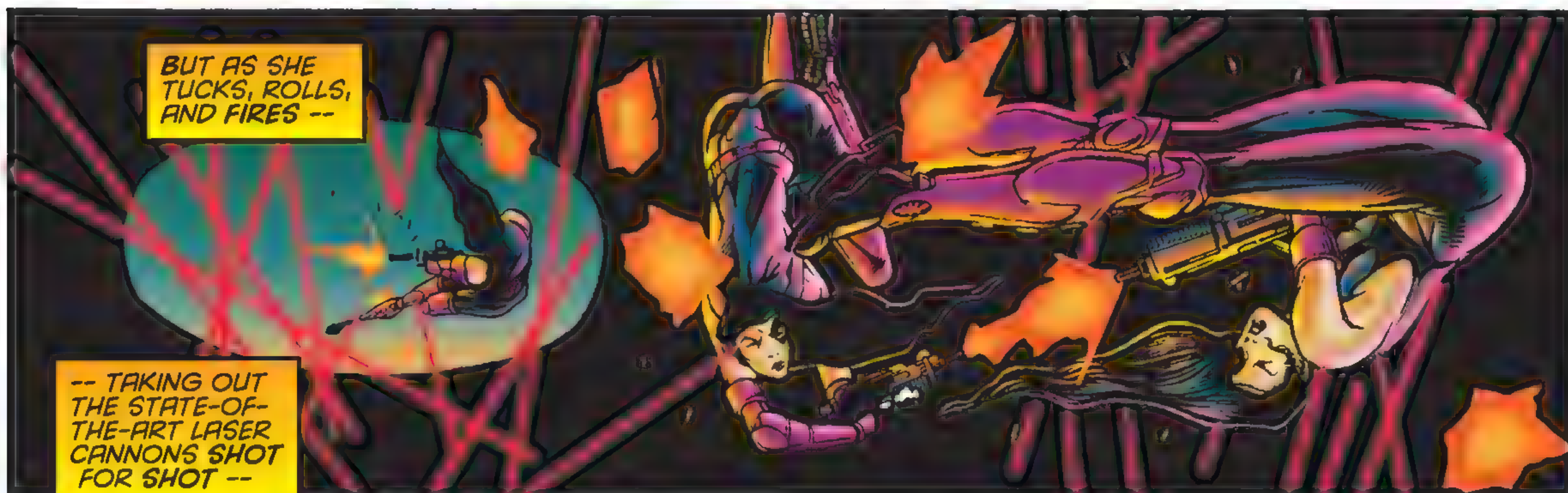
AUTOMATED DEFENSE RESPONSE TO LIMIT THE HUMAN CONTACT.

WELL, THEY JUST MADE THEIR *FIRST* MISTAKE.



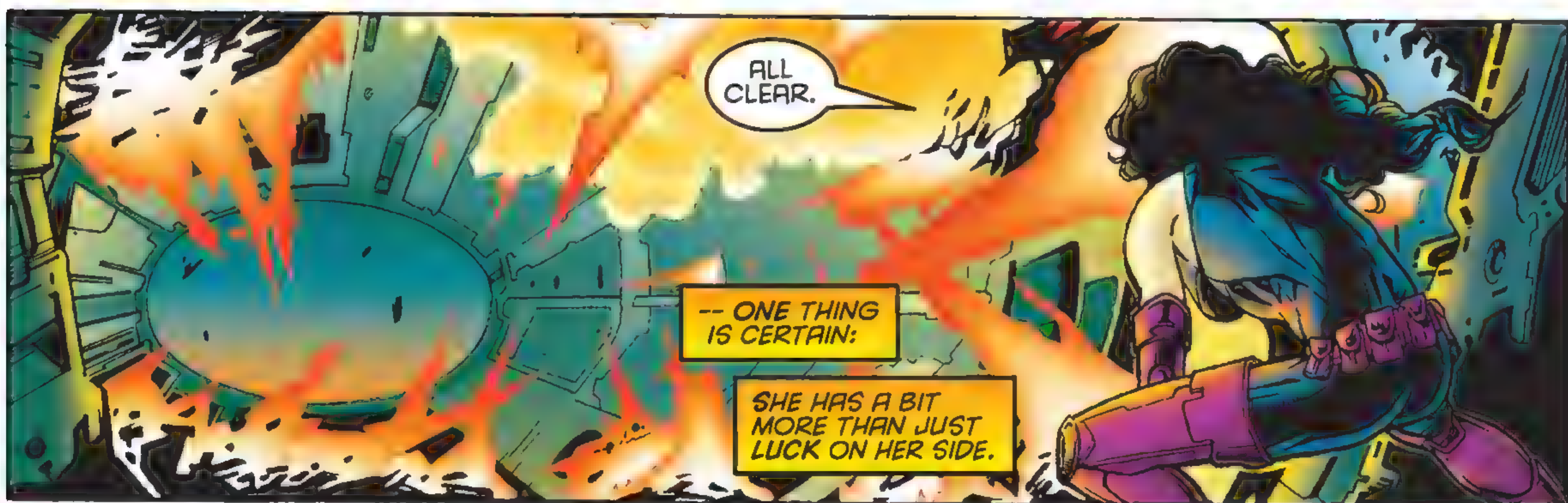
NO ONE HAS EVER
PINPOINTED EXACTLY
WHAT DOMINO'S
MUTANT ABILITY IS.

SOME SAY THAT THINGS
JUST HAVE A HABIT
OF GOING HER WAY.



BUT AS SHE
TUCKS, ROLLS,
AND FIRES --

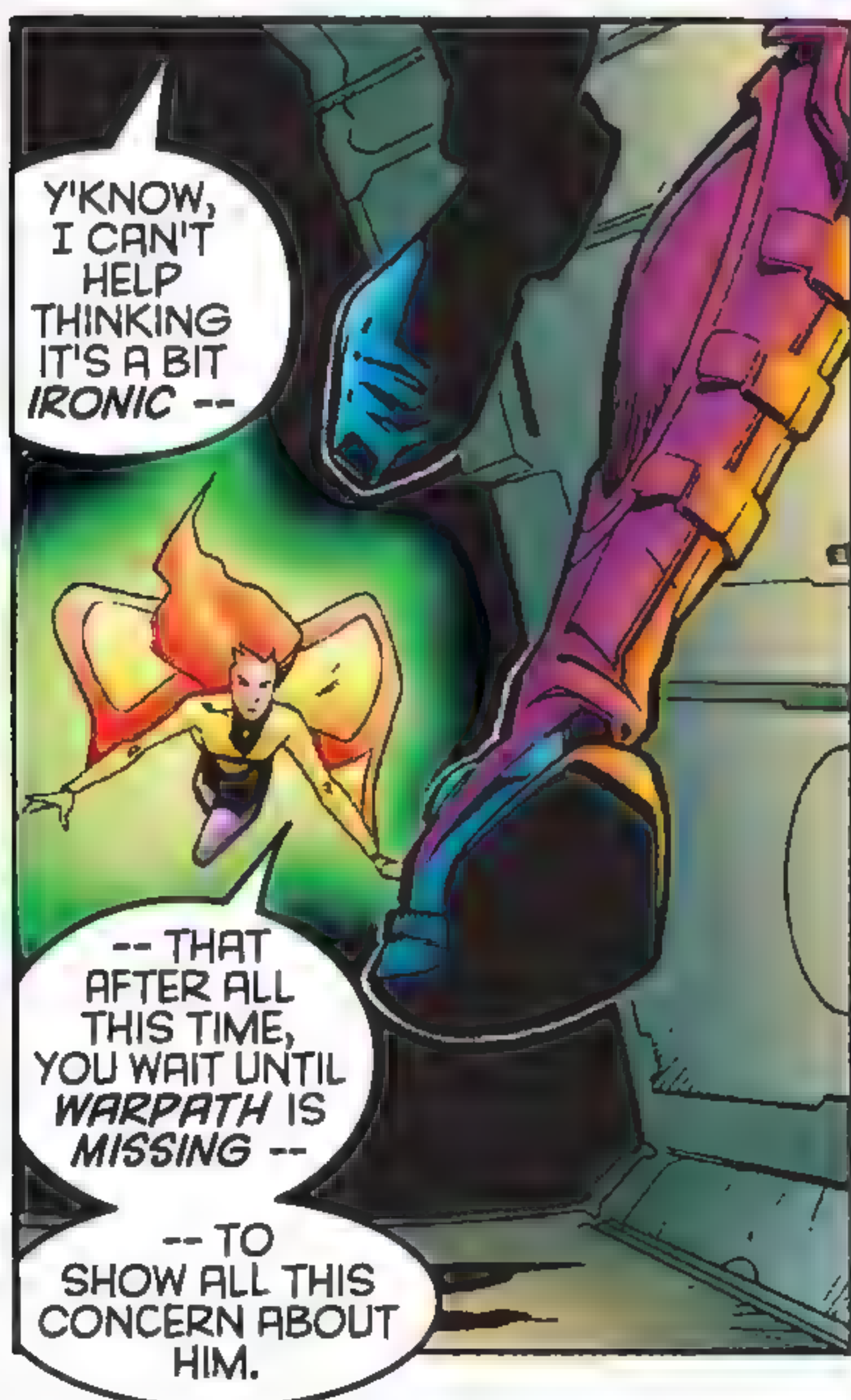
-- TAKING OUT
THE STATE-OF-
THE-ART LASER
CANNONS SHOT
FOR SHOT --



ALL
CLEAR.

-- ONE THING
IS CERTAIN:

SHE HAS A BIT
MORE THAN JUST
LUCK ON HER SIDE.



Y'KNOW,
I CAN'T
HELP
THINKING
IT'S A BIT
IRONIC --

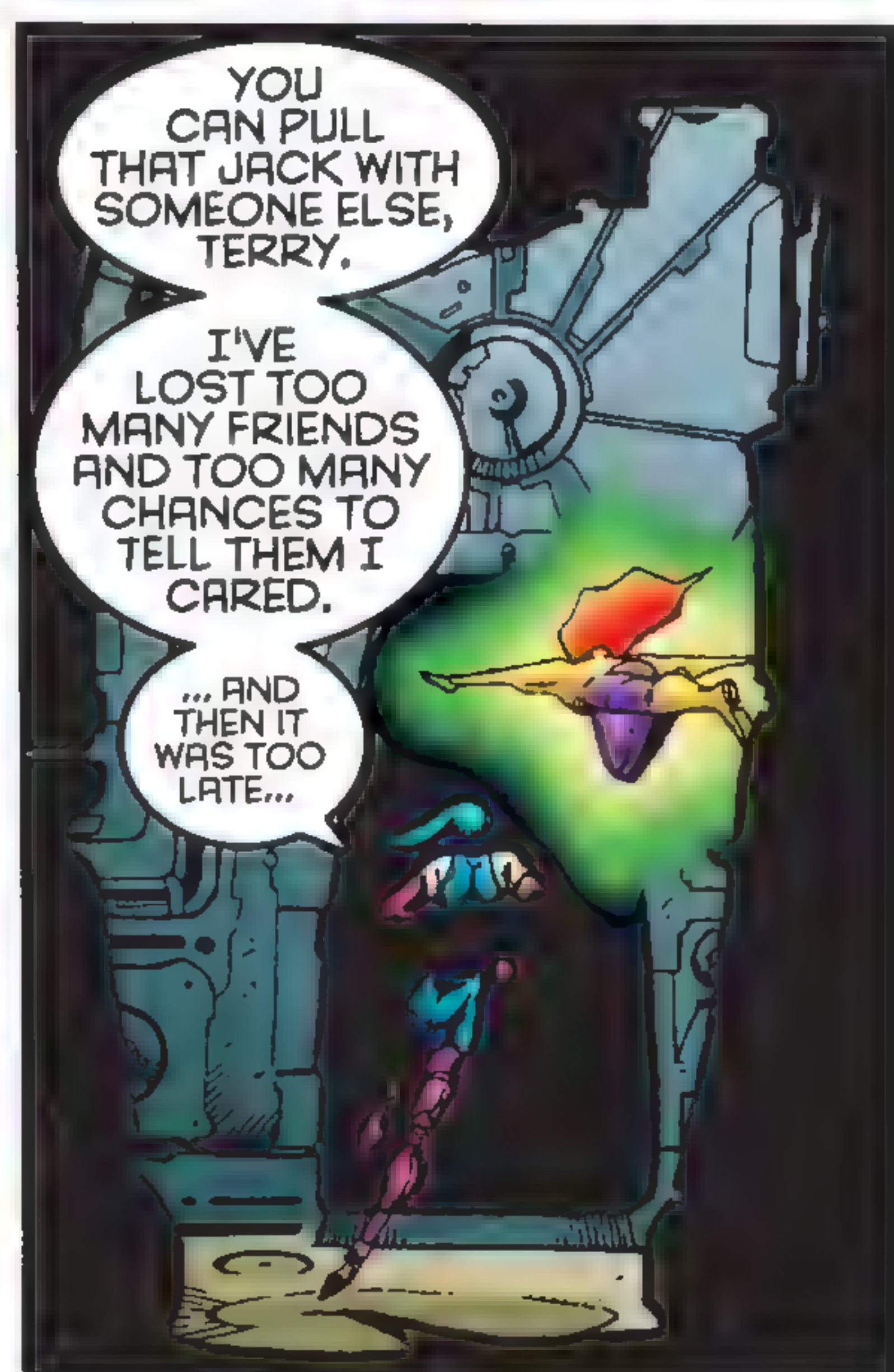
-- THAT
AFTER ALL
THIS TIME,
YOU WAIT UNTIL
WARPATH IS
MISSING --

-- TO
SHOW ALL THIS
CONCERN ABOUT
HIM.



WHA --?

HOW IS
IT WRONG TO
BE WORRIED
'BOUT A FELLOW
TEAMMATE?



YOU
CAN PULL
THAT JACK WITH
SOMEONE ELSE,
TERRY.

I'VE
LOST TOO
MANY FRIENDS
AND TOO MANY
CHANCES TO
TELL THEM I
CARED.

... AND
THEN IT
WAS TOO
LATE...



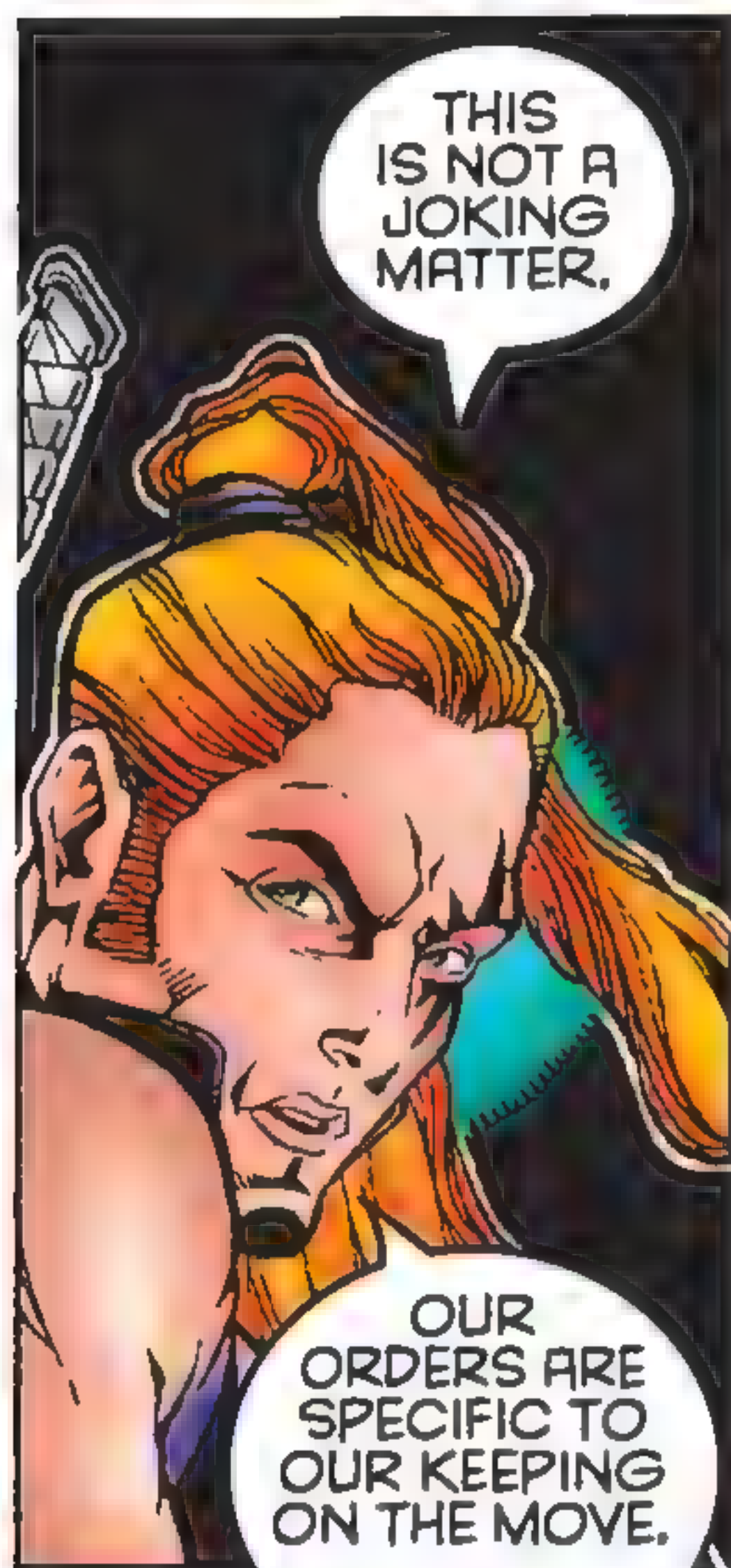
YOW.

REMIND ME NOT TO TALK TO YOU UNTIL YOU'VE HAD YOUR MORNING COFFEE.

I DO NOT UNDERSTAND.

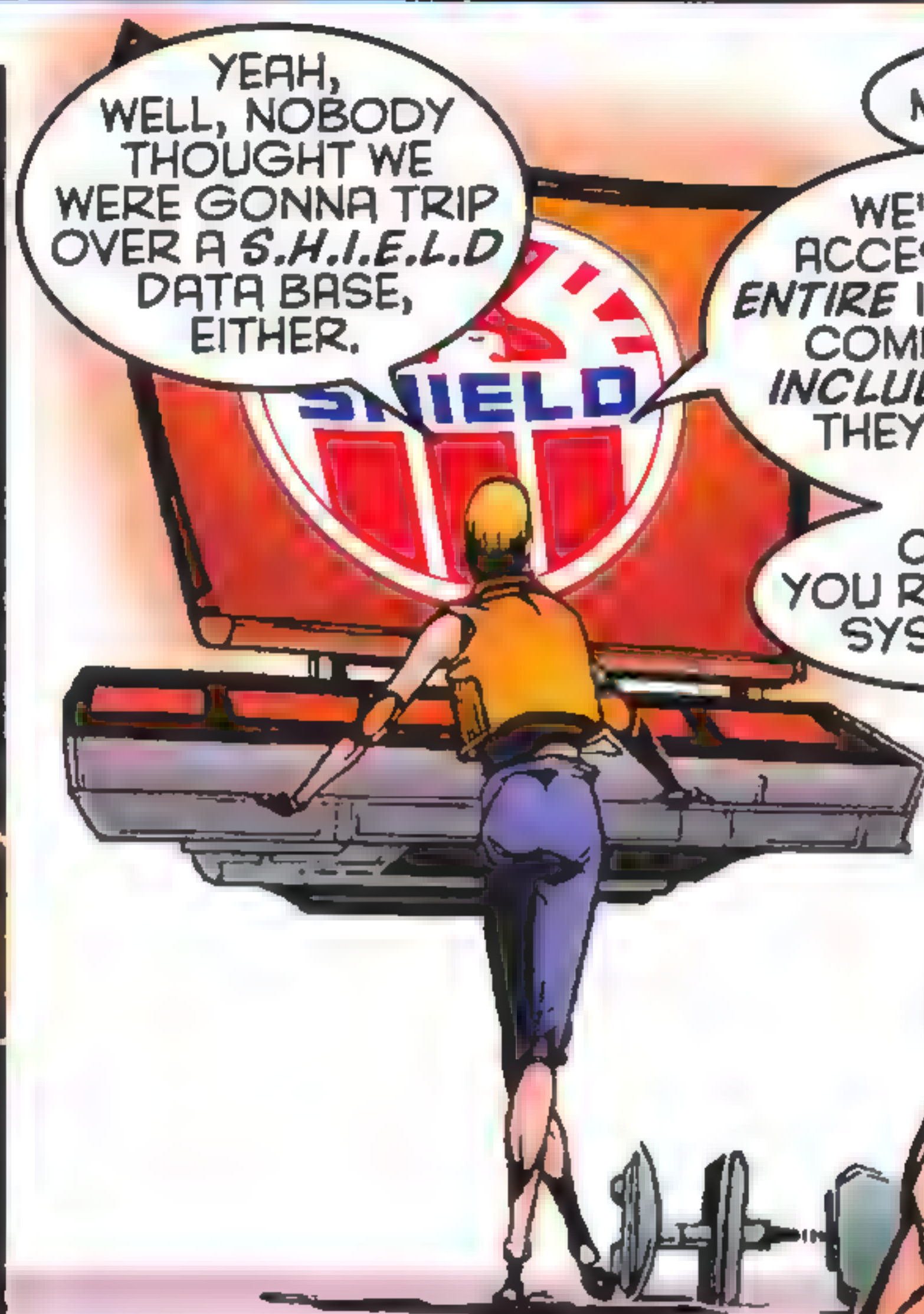
I DO NOT DRINK COFFEE.

IT WAS A JOKE, 'STAR. FORGET IT!



THIS IS NOT A JOKING MATTER.

OUR ORDERS ARE SPECIFIC TO OUR KEEPING ON THE MOVE.



YEAH, WELL, NOBODY THOUGHT WE WERE GONNA TRIP OVER A S.H.I.E.L.D. DATA BASE, EITHER.

MEANING?

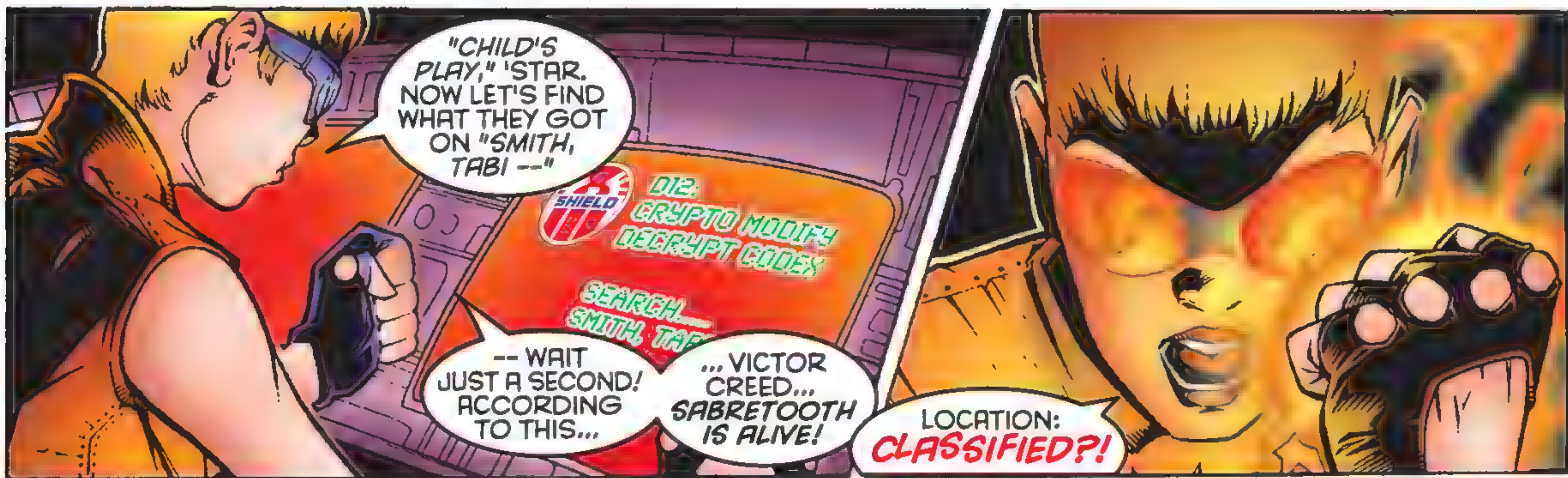
WE'VE GOT ACCESS TO THE ENTIRE INTELLIGENCE COMMUNITY -- INCLUDING WHAT THEY HAVE ON US.

CAN YOU RUN THIS SYSTEM?



I DO NOT SEE WHY NOT. COMPARED TO MY...

... HOME-WORLD, IT WILL BE LIKE CHILD'S THEATER.

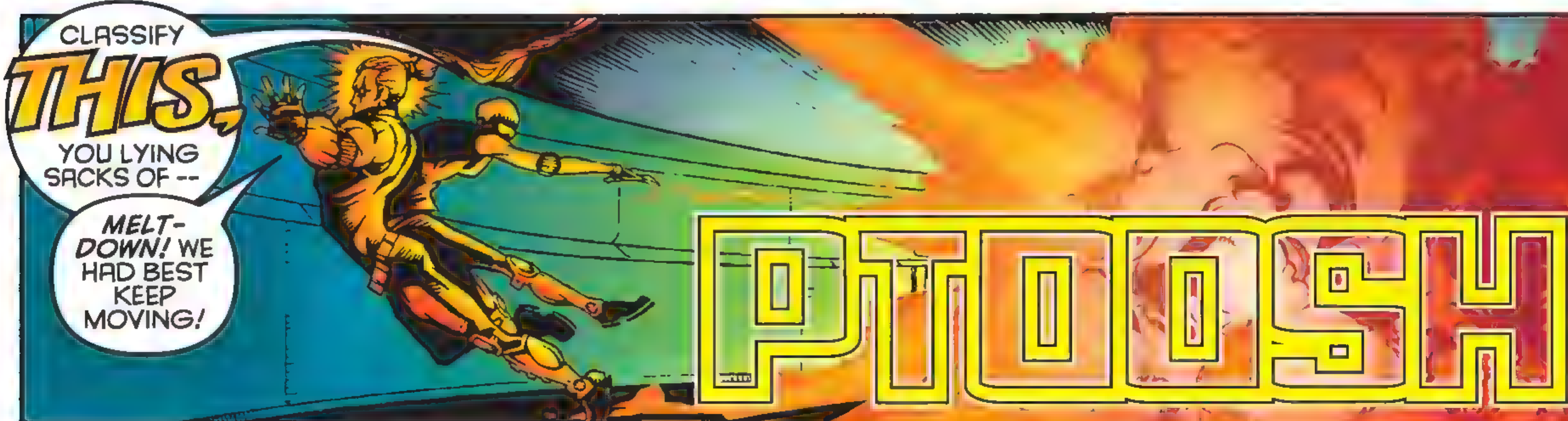


"CHILD'S PLAY," 'STAR. NOW LET'S FIND WHAT THEY GOT ON "SMITH, TABI" --"

-- WAIT JUST A SECOND! ACCORDING TO THIS...

... VICTOR CREED... SABRETOOTH IS ALIVE!

LOCATION: **CLASSIFIED?!**



CLASSIFY

THIS.

YOU LYING SACKS OF --

MELT-DOWN! WE HAD BEST KEEP MOVING!

PTOOOSH

WARNING. DATA BASE
ON LEVEL 30 HAS
BEEN DEACTIVATED.

MOTHER
OF MERCY!

HOW
MUCH MORE
OF THIS ARE WE
SUPPOSED TO
TAKE?!

=>SIGH<=

YOU, OF
ALL PEOPLE,
TIMOTHY,
UNDERSTAND
THE CHAIN OF
COMMAND.

BUT,
VAL... NICK
WOULD
NEVER --

-- NICK'S
NOT COMING
BACK, DUM-
DUM.

EVER.
GET USED
TO THAT
FACT.

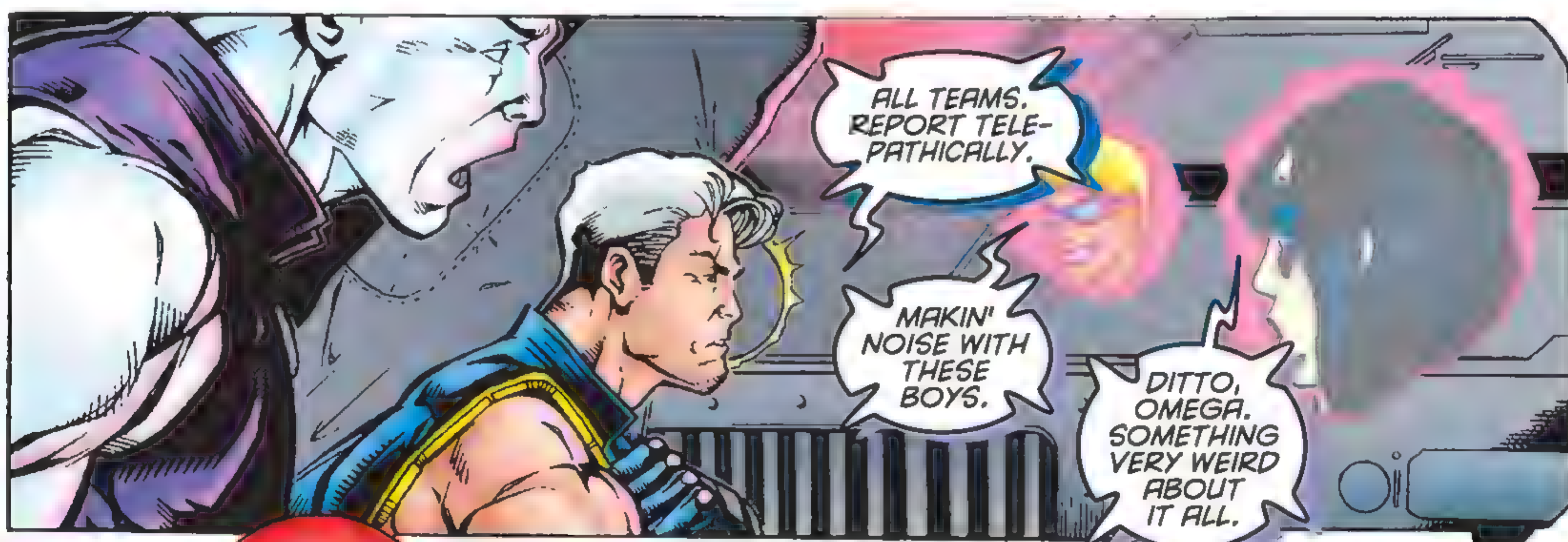
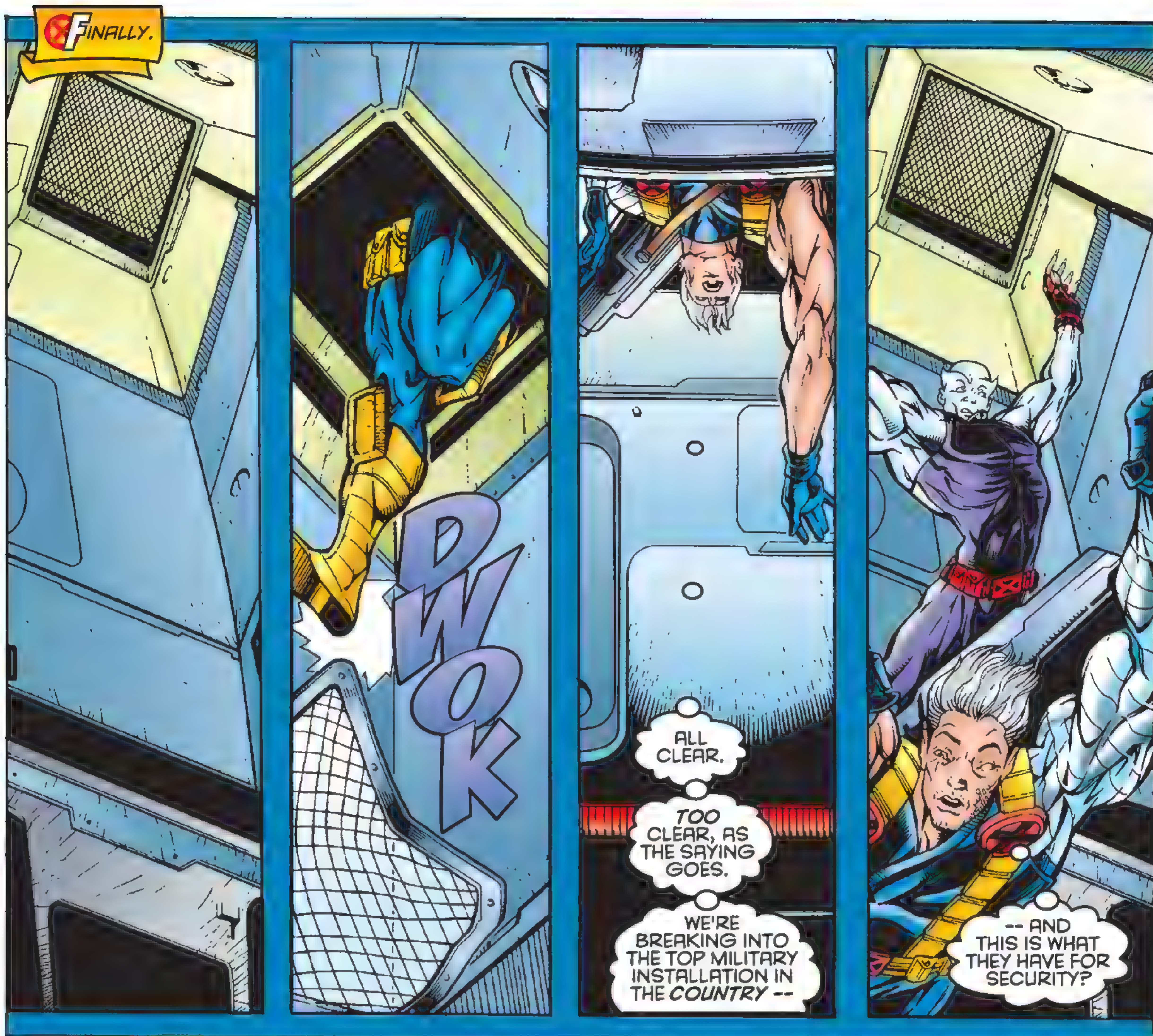
LIKE
THE REST
OF US...

WARNING. SEVERE
SOLAR DAMAGE TO
FLIGHT DECK.

BOOM

WARNING. SEVERE
DAMAGE TO LEVEL
48 -- WEAPON
SYSTEMS.

WARNING. SEVERE
DAMAGE TO LEVEL
32 -- INTERNAL
COMMUNICATIONS.





TITANIUM.

VIBRANIUM.

AND
WHO KNOWS
WHAT ELSE.

ONE
THING'S
FOR CERTAIN,
THEY DON'T WANT
US OPENING
THIS DOOR.

BUT...
"ONE-EYE"
IS IN
THERE.

CALIBAN
PROMISES
CABLE-
NATHAN.



AND I
BELIEVE
YOU,
CAL.

THIS IS...
JUST GOING TO
BE A LITTLE MORE
DIFFICULT THAN I
THOUGHT.



BUT,
WE... YOU
CAN HANDLE
IT, RIGHT,
CABLE?

TELL US
WE DIDN'T
COME ALL
THIS WAY FOR
NOTHING.

TELL US
YOU CAN
HANDLE IT,
RIGHT?!

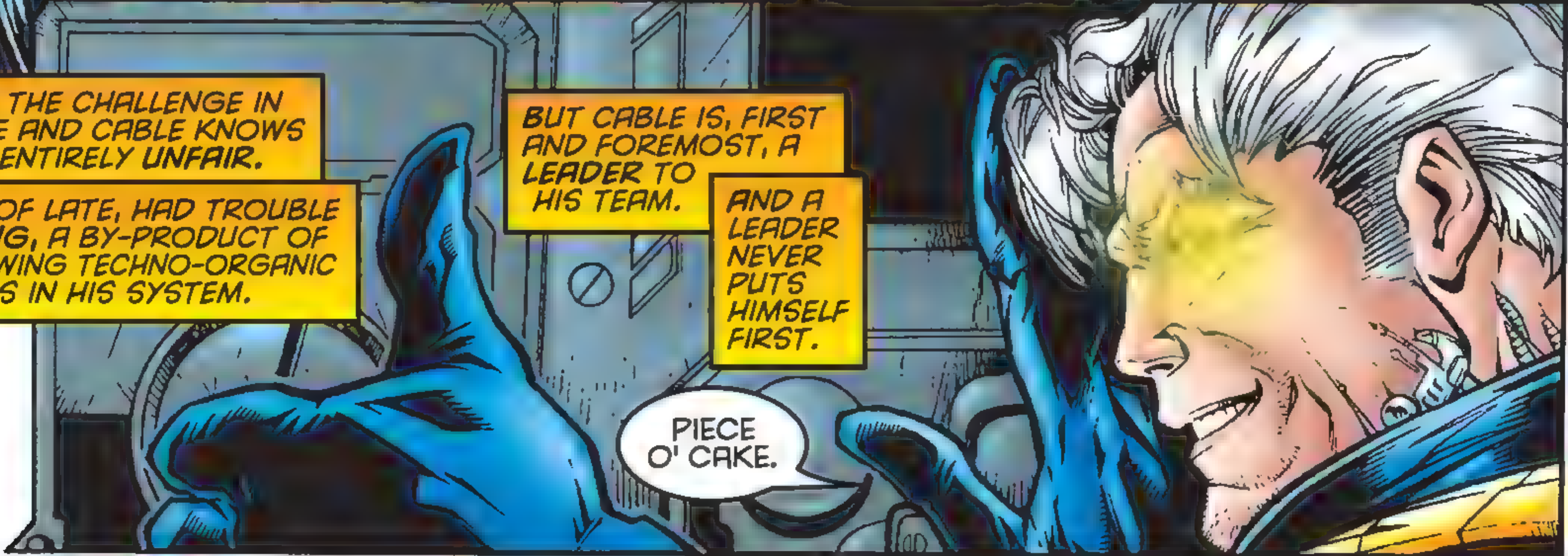
HE HEARS THE CHALLENGE IN
HER VOICE AND CABLE KNOWS
IT IS NOT ENTIRELY UNFAIR.

HE HAS, OF LATE, HAD TROUBLE
FOCUSING, A BY-PRODUCT OF
THE GROWING TECHNO-ORGANIC
VIRUS IN HIS SYSTEM.

BUT CABLE IS, FIRST
AND FOREMOST, A
LEADER TO
HIS TEAM.

AND A
LEADER
NEVER
PUTS
HIMSELF
FIRST.

PIECE
O' CAKE.





WE
STARTED THIS
TOGETHER --

-- LET'S
FINISH IT
TOGETHER!

SHATTERSTAR!



FIND
A HAIRLINE
JOINT
OPENING.

THAT'S
ALL WE'LL
NEED.

AS YOU
WISH.

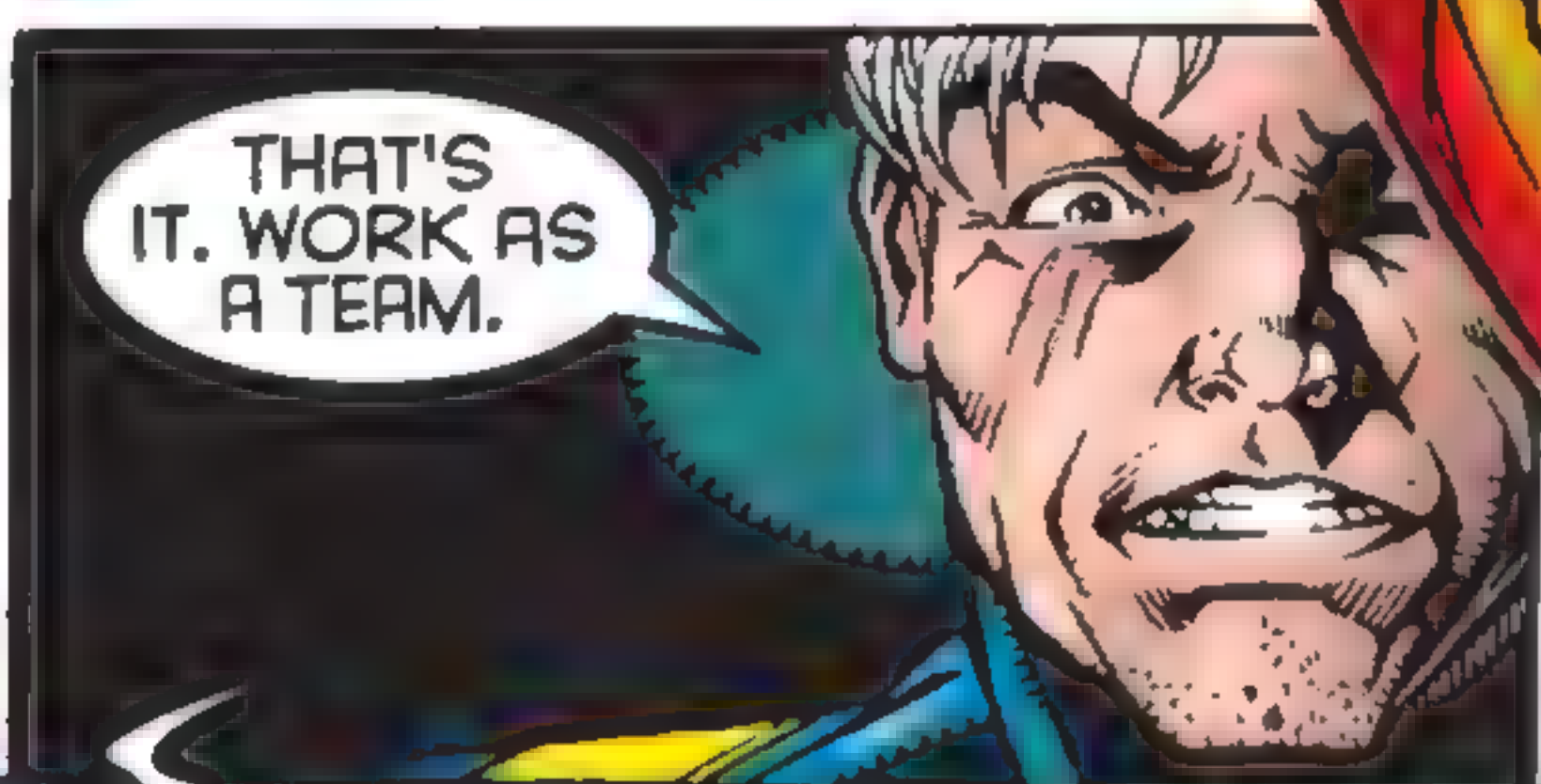


MELTDOWN --

-- I
WANT
SOMETHING
WITH A
KICK.

YOU
GOT IT,
BOSS.

BUT
LAY OFF ON
THE PSI- SPEAK.
YOU'RE GIVING
ME A HEAD-
ACHE.



THAT'S
IT. WORK AS
A TEAM.



SIRYN,
I WANT YOU TO
SCREAM YOUR LUNGS
OUT THE SECOND
MELTDOWN IS IN
PLACE.

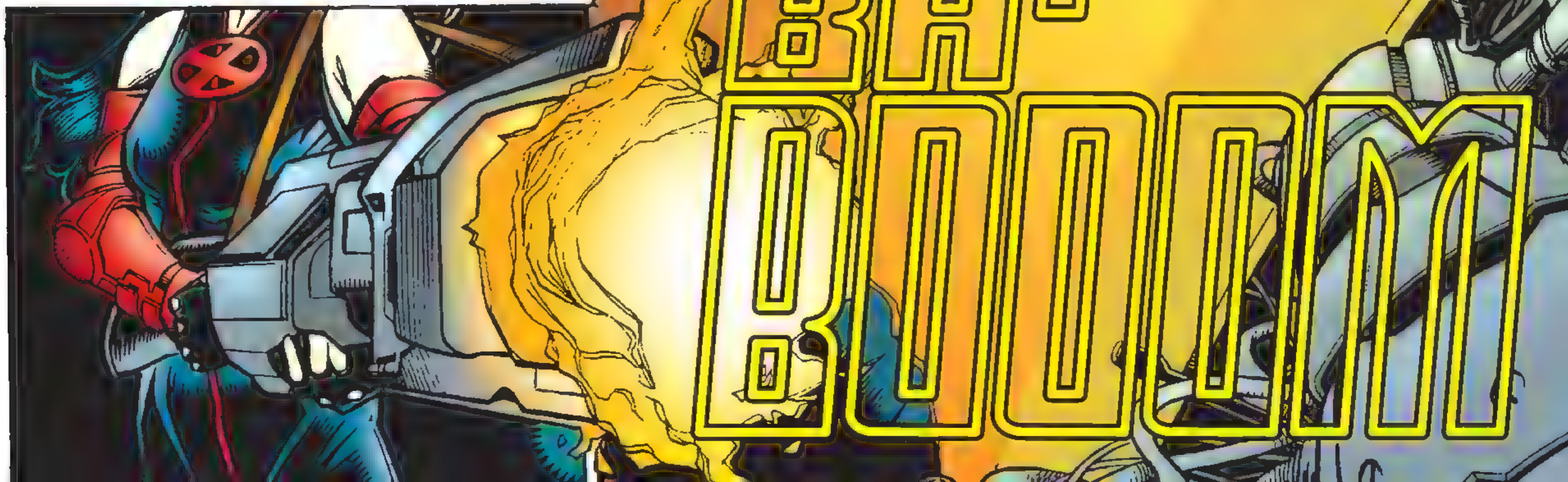
I
SEE NOW
WHAT YE ARE
DOIN'.



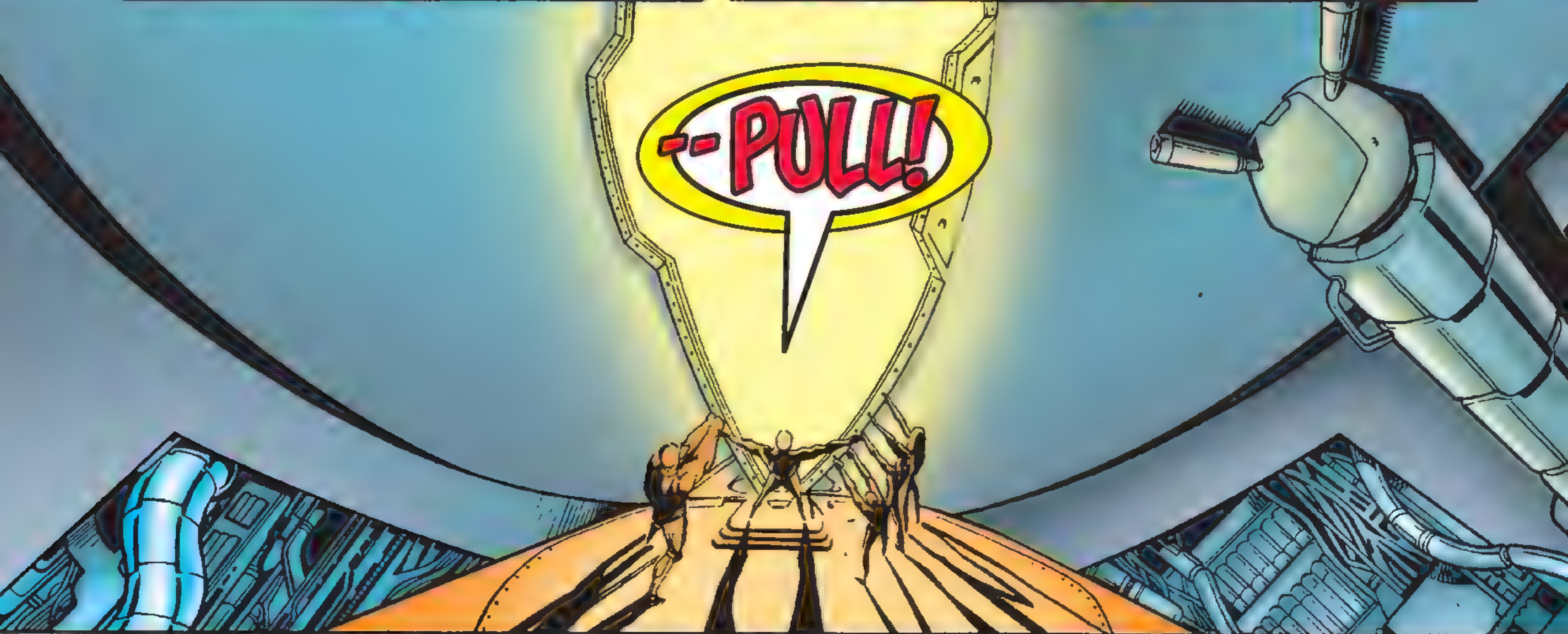
DOM.

GRAB
HOLD OF
SOMETHING,
KIDS.

HIT
IT!



BA-
BOOM



HELLO --?
WHO'S
THERE?

THEY CANNOT
RESPOND AT
FIRST.

JUST THE SIGHT OF
SCOTT SUMMERS --
THE LEADER, THE
VERY SYMBOL OF
STRENGTH AND UNITY
OF THE SENIOR
TEAM OF X-MEN --

-- BOUND HELPLESSLY,
HIS DEVASTATING
OPTIC BLASTS
SOMEHOW CURTAILED --

-- HIS VOICE,
HARSH AND
RASPY --

-- HAS THEM EACH
SHARING THE SAME
TERRIBLE THOUGHT.

HE HAS BEEN
TREATED LIKE
THIS FOR ONE
REASON.

HE IS A
MUTANT.

AND DESPITE ALL THEIR
EFFORTS TO SEE TO IT
THAT HOMO SAPIEN AND
HOMO SUPERIOR CAN
COEXIST PEACEFULLY...

... THE HORROR
BEFORE THEM
IS A BRUTAL
REMINDER OF
THEIR AWFUL
REALITY.

CALIBAN
WAS RIGHT.

"ONE-
EYE" IS
HERE.

CYCLOPS.

X-FORCE
WILL TAKE
YOU --

ALIIH
ALIIH

ALIIH
ALIIH

ALIIH



NATE?

YES, DOM.

I BELIEVE THIS IS THE *HOSTILE RESISTANCE* WE WERE EXPECTING.

THANK YOU.

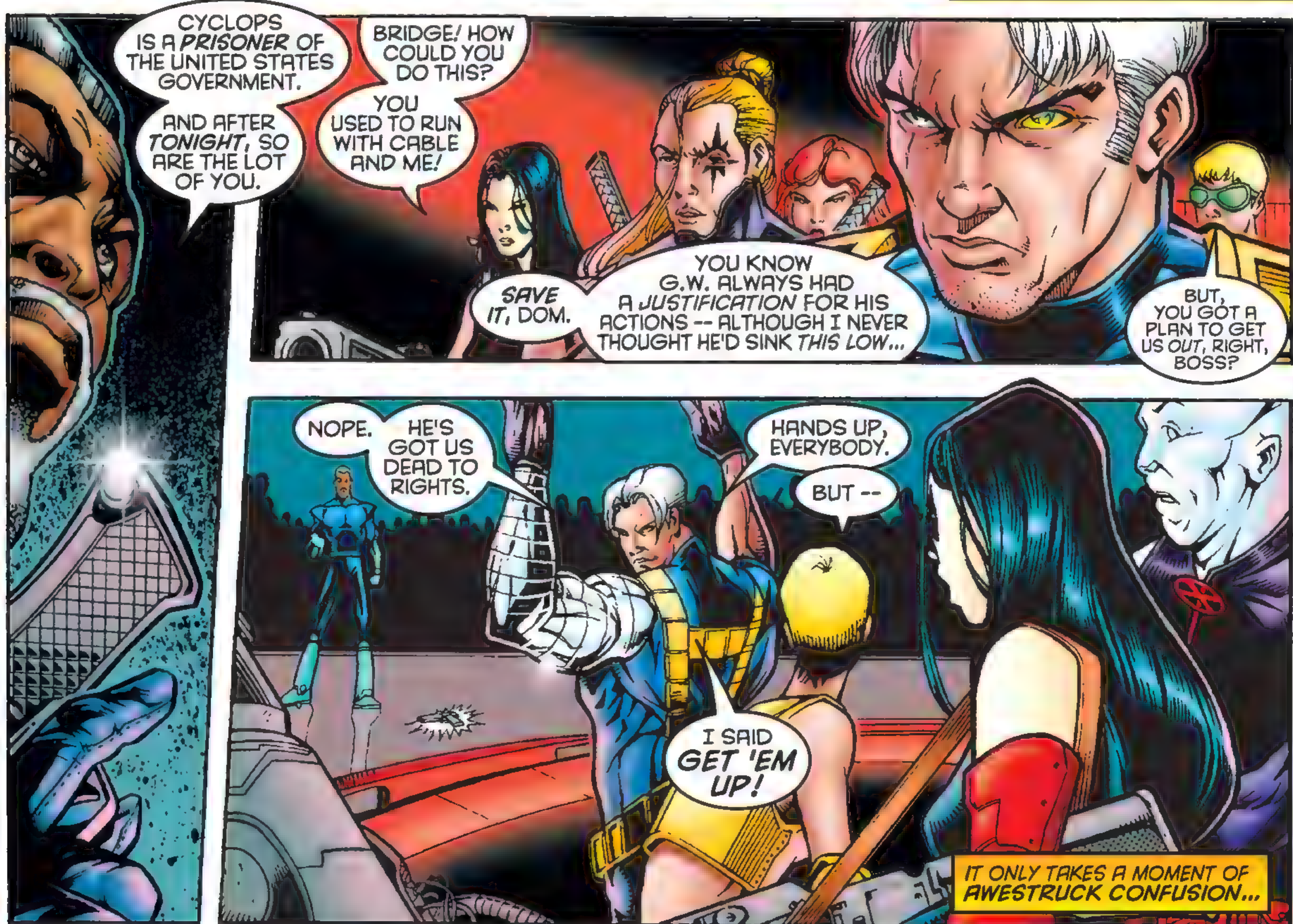
I'VE WAITED A LONG TIME FOR THIS, CABLE.

BUT, I FINALLY CAUGHT YOU WITH YOUR HAND IN THE COOKIE JAR.

MY COOKIE JAR.

HIS NAME IS G.W. BRIDGE.

HE WAS ONCE ONE OF CABLE'S CLOSEST ALLIES. NOW HE'S IN CHARGE OF SOMETHING CALLED "MUTANT AFFAIRS" FOR S.H.I.E.L.D.



CYCLOPS IS A *PRISONER* OF THE UNITED STATES GOVERNMENT.

AND AFTER TONIGHT, SO ARE THE LOT OF YOU.

BRIDGE! HOW COULD YOU DO THIS?

YOU USED TO RUN WITH CABLE AND ME!

SAVE IT, DOM.

YOU KNOW G.W. ALWAYS HAD A JUSTIFICATION FOR HIS ACTIONS -- ALTHOUGH I NEVER THOUGHT HE'D SINK THIS LOW...

BUT, YOU GOT A PLAN TO GET US OUT, RIGHT, BOSS?

NOPE.

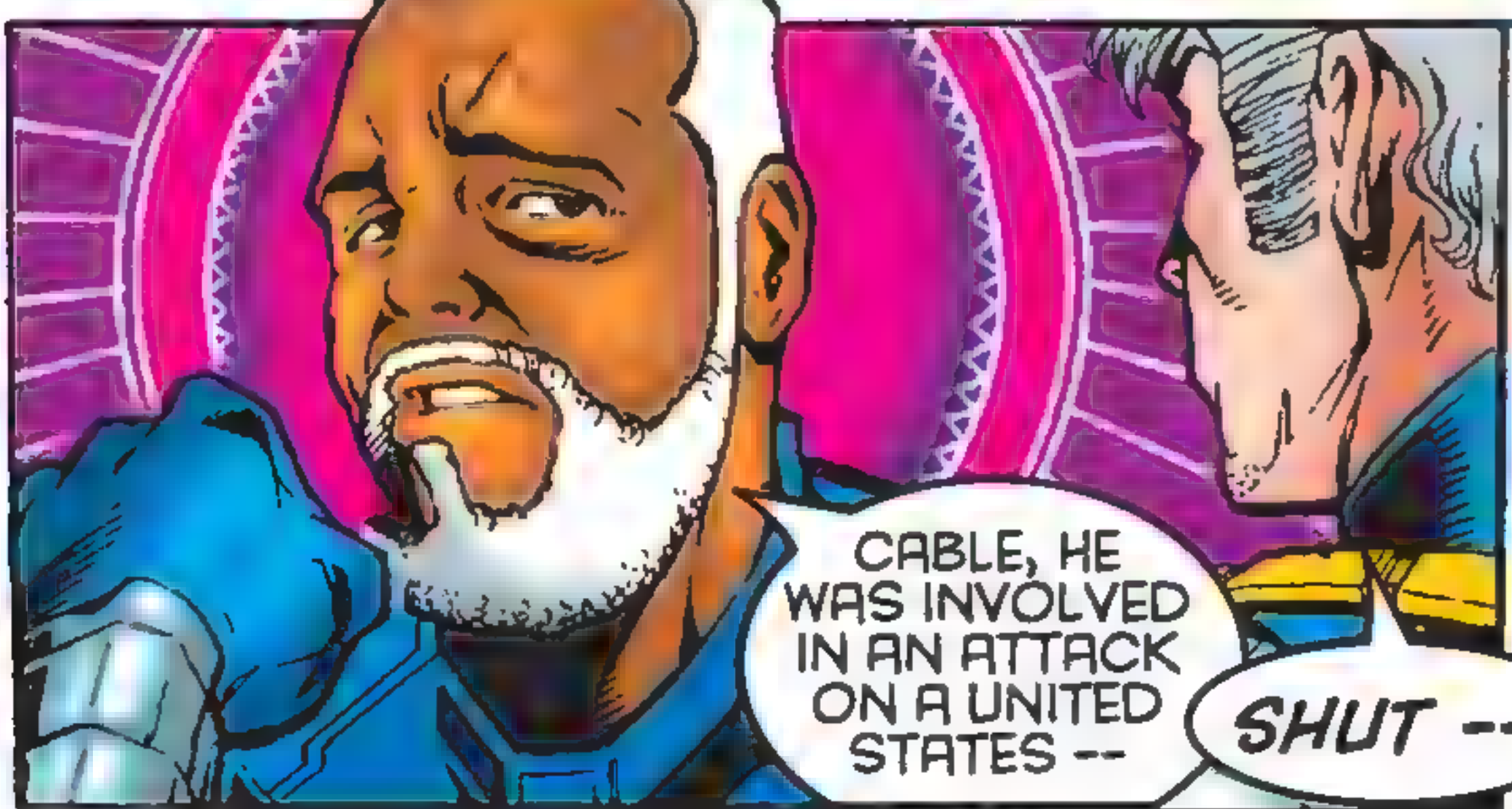
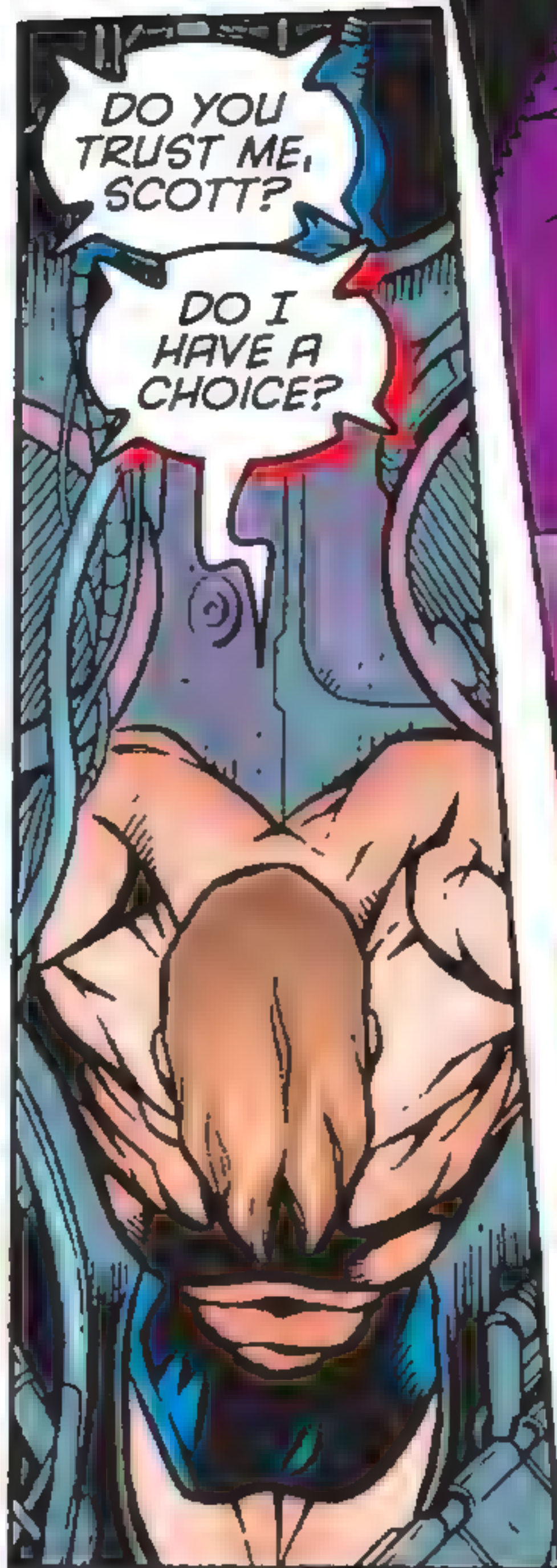
HE'S GOT US DEAD TO RIGHTS.

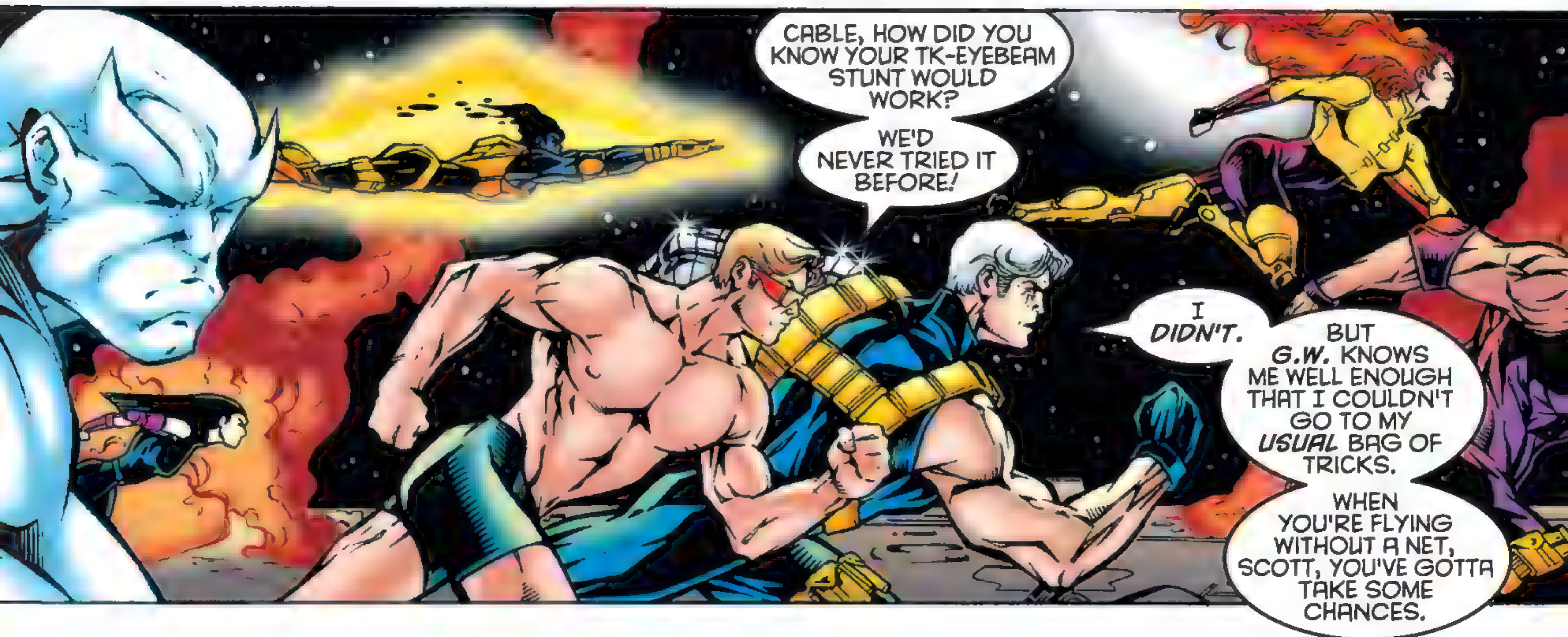
HANDS UP, EVERYBODY.

BUT --

I SAID GET 'EM UP!

IT ONLY TAKES A MOMENT OF AWESTRUCK CONFUSION...







THE BLACKBIRD?!

KEPT HER CLOAKED AS LONG AS WE COULD --

-- PLUS WE HAD SUNSPOT AS A DIVERSION.

Oh, AND I THINK YOU'LL APPRECIATE MY CHOICE OF PILOT.



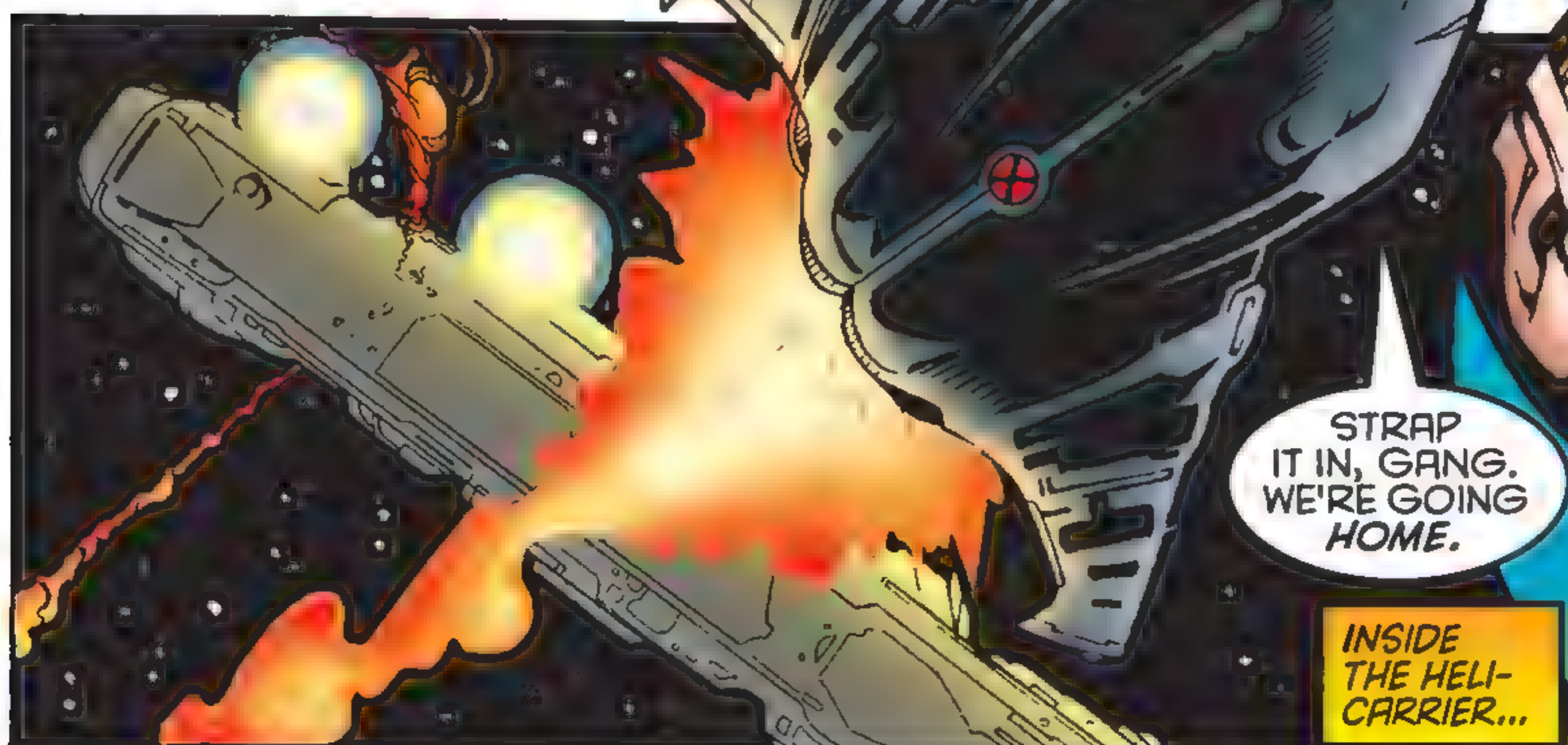
JEAN!

HELLO, Mr. SUMMERS.

SHE IS JEAN GREY SUMMERS, AKA PHOENIX, ONE OF THE MOST POWERFUL PSIONS ON THE PLANET AND A FOUNDING MEMBER OF THE X-MEN.

BUT RIGHT NOW SHE WANTS ONLY TO BE THOUGHT OF AS A WOMAN IN LOVE REUNITED WITH HER HUSBAND.

HELLO, Mrs. SUMMERS.



STRAP IT IN, GANG. WE'RE GOING HOME.

INSIDE THE HELI-CARRIER...

G.W.!!

SOUTH
BEACH,
FLORIDA.

FOR DAYS NOW, JAMES
PROUDSTAR -- THE
NATIVE AMERICAN MEMBER
OF X-FORCE KNOWN AS
WARPATH -- HAS BEEN
MISSING.

APPARENTLY,
HE VANISHED
DURING THEIR
BATTLE WITH
SELENE. ☉

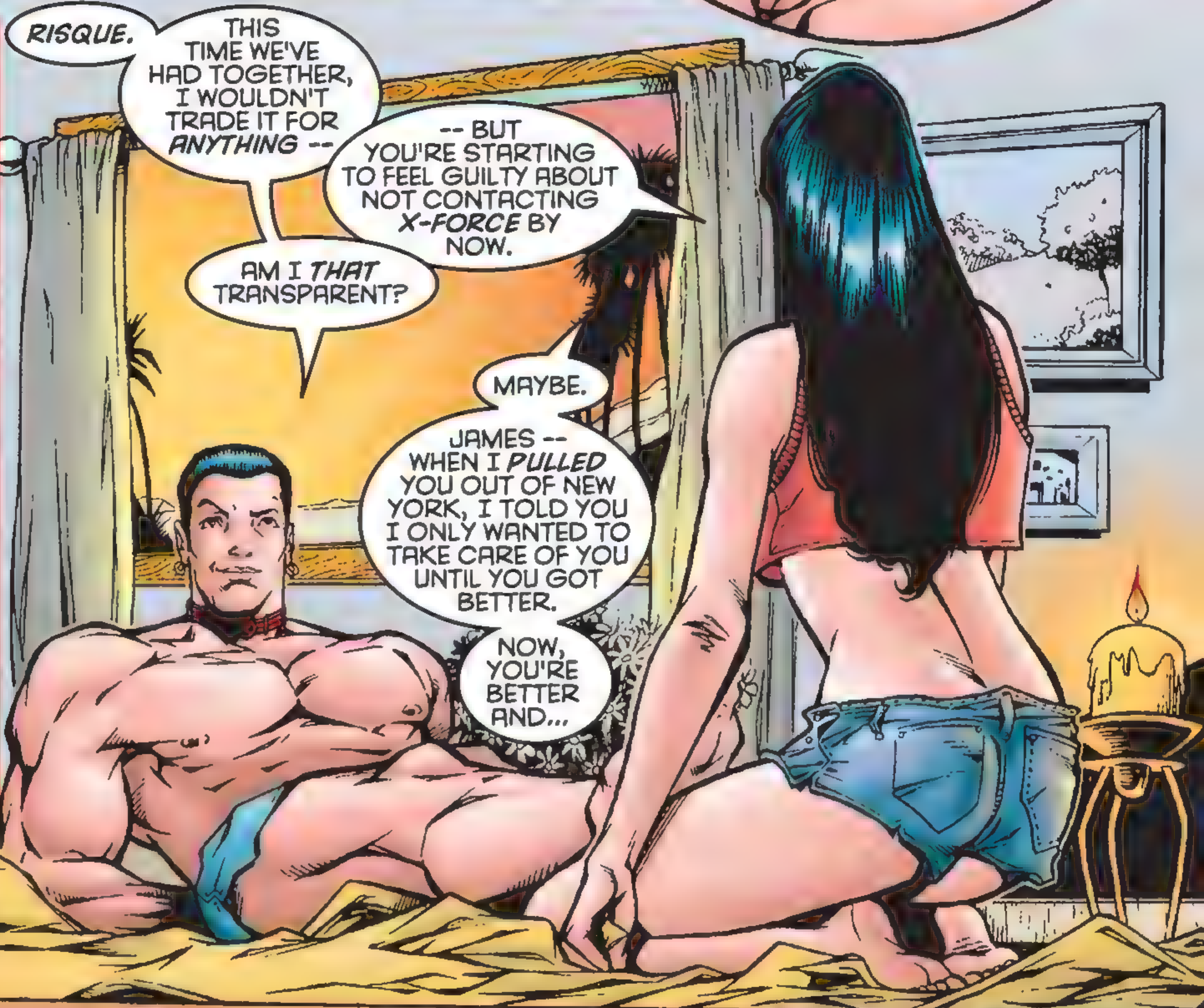
SEE X-FORCE #54
-- Sherlock Bob!



YOU
ARE SUCH
A WUSS.

AM
NOT.

ARE
TOO.



RISQUE.

THIS
TIME WE'VE
HAD TOGETHER,
I WOULDN'T
TRADE IT FOR
ANYTHING --

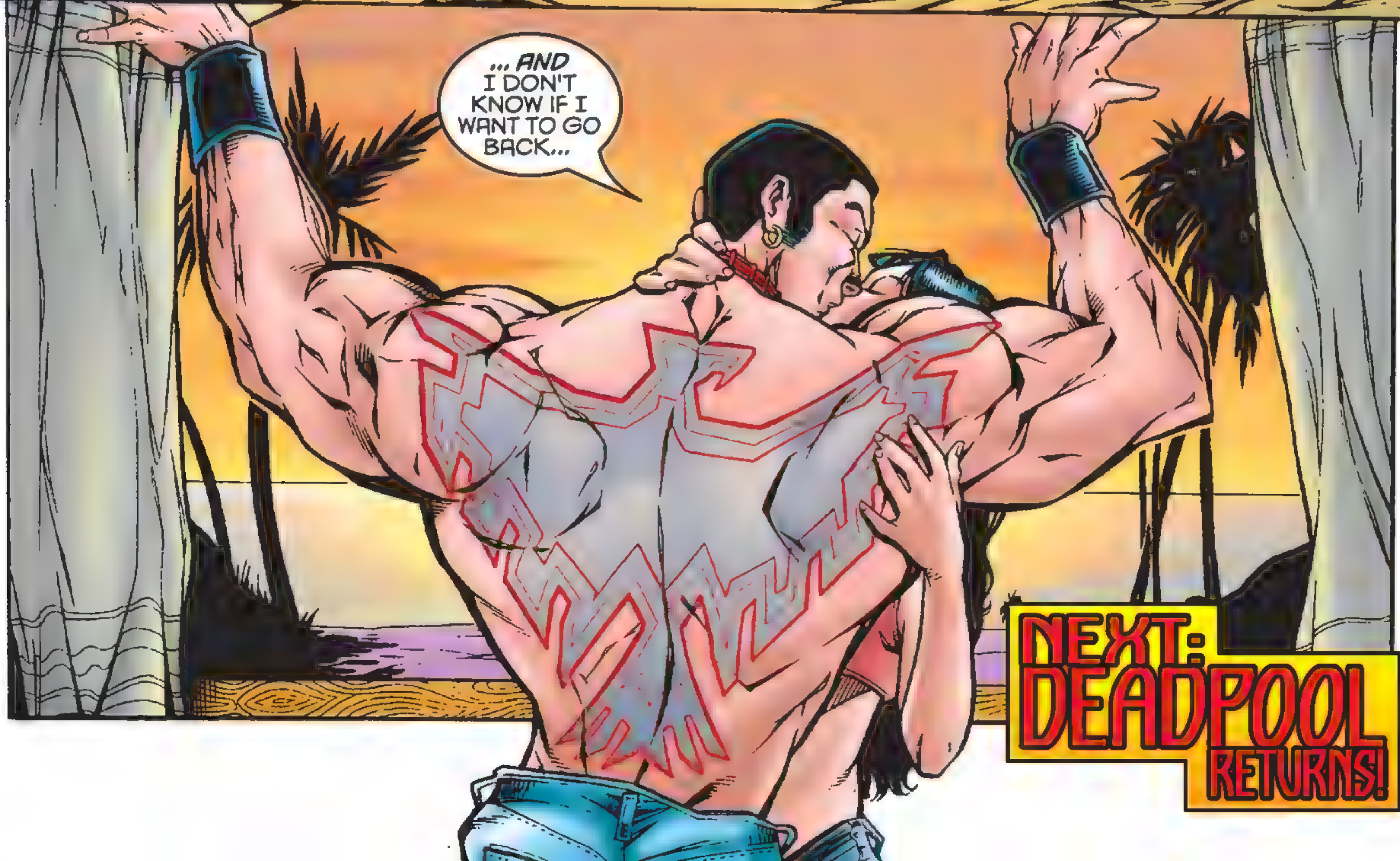
-- BUT
YOU'RE STARTING
TO FEEL GUILTY ABOUT
NOT CONTACTING
X-FORCE BY
NOW.

AM I *THAT*
TRANSPARENT?

MAYBE.

JAMES --
WHEN I *PULLED*
YOU OUT OF NEW
YORK, I TOLD YOU
I ONLY WANTED TO
TAKE CARE OF YOU
UNTIL YOU GOT
BETTER.

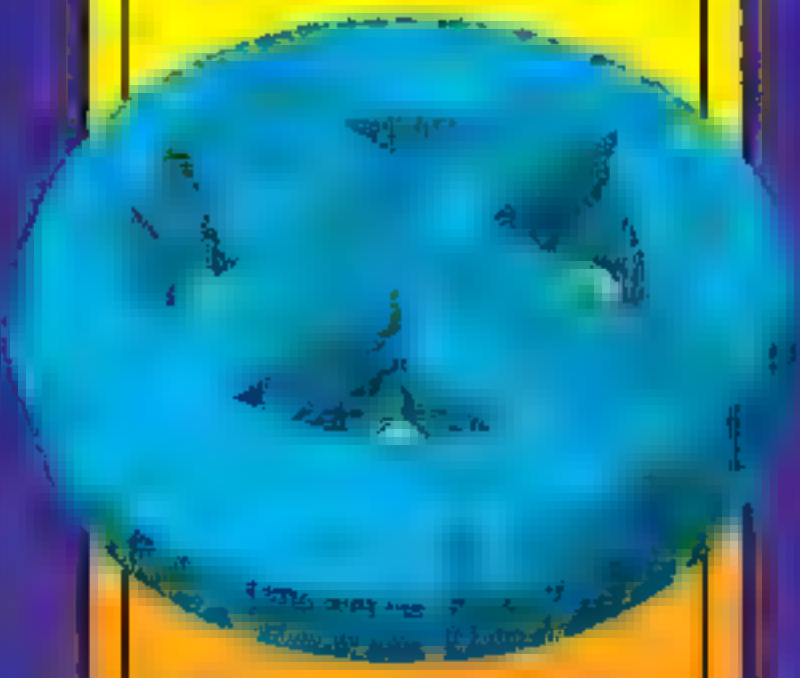
NOW,
YOU'RE
BETTER
AND...



... AND
I DON'T
KNOW IF I
WANT TO GO
BACK...

**NEXT:
DEADPOOL
RETURNS!**

MARVEL[®]
COMICS



X-MEN

MAY '96 15

INSTANT
APPEARS WITHIN!

NATE
FINDS THE
GHOSTS
OF HIS
PAST --

-- AS HIS
MOST
DEADLY
ENEMY
RETURNS!



STAN LEE
PRESENTS X-MAN IN:

TURNING POINT

JOHN OSTRANDER &
TERRY KAVANAGH
PLOT

TERRY
KAVANAGH
SCRIPT

STEVE
SHROCE
PENCILS

BUD LAIOSA &
ROB HUNTER
INKS

MIKE
THOMAS
COLORS

GRAPHIC
COLOR WORKS
SEPARATIONS

RICHARD STARKINGS
(AND) COMICRAFT
LETTERS

JAYE
GARDNER
EDITOR

BOB
HARRAS
CHIEF

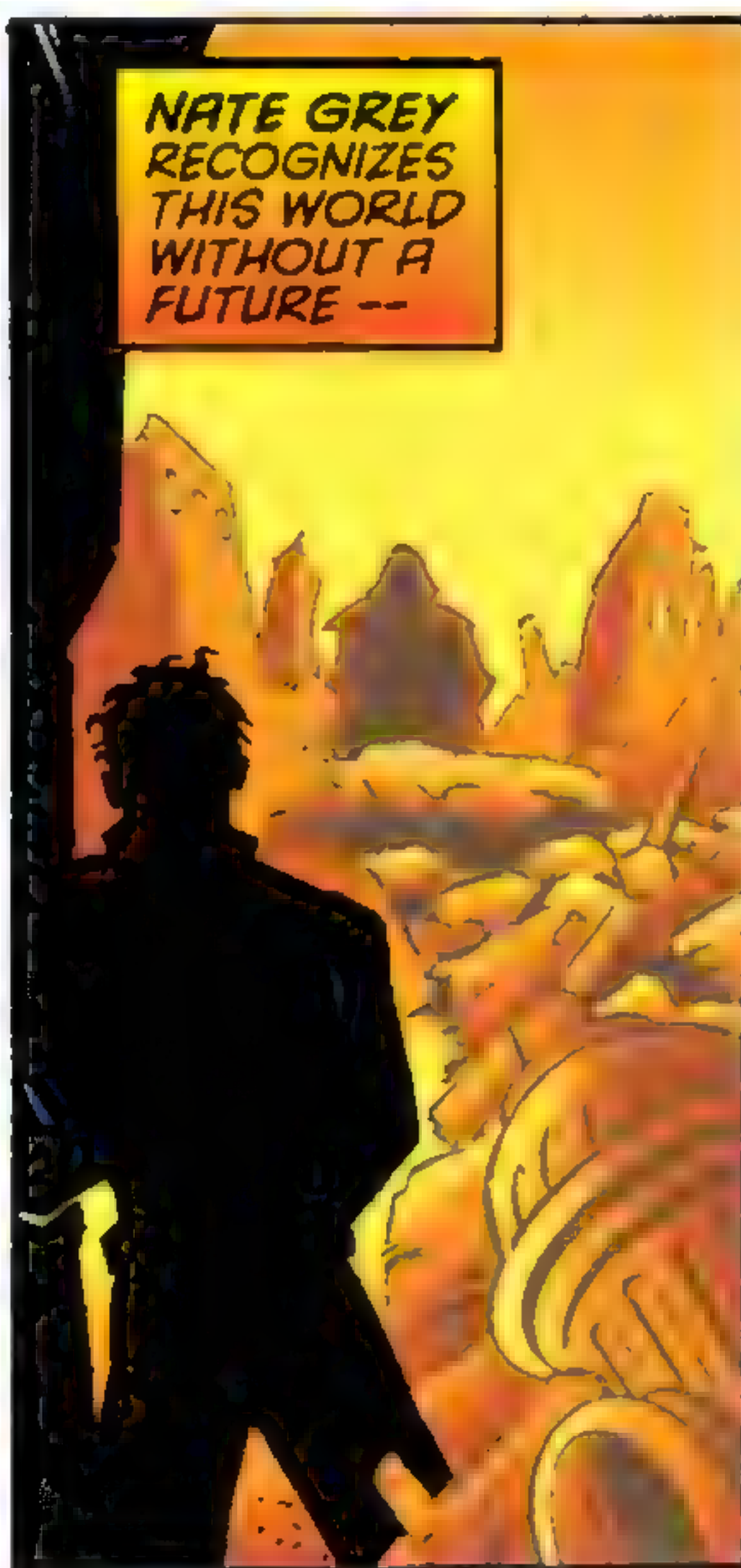


FOR THE FIRST
TIME IN FAR TOO
MANY MONTHS...



... THE WANDERER
KNOWS EXACTLY
WHERE HE IS.

NATE GREY
RECOGNIZES
THIS WORLD
WITHOUT A
FUTURE --



-- THIS LAND OF
LITTLE LIGHT,
AND LESS COLOR.

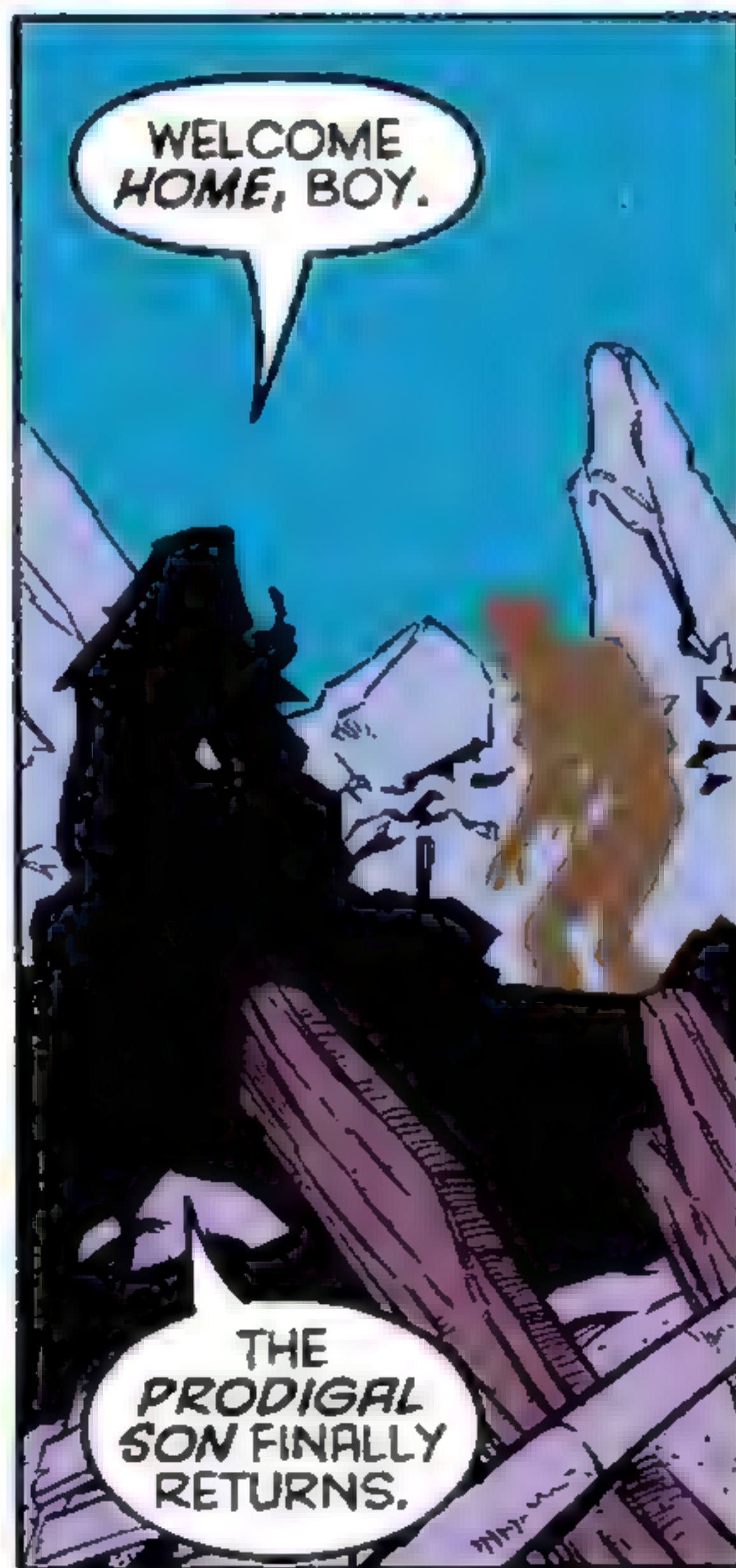


HE REMEMBERS
IT AS A PLACE
OF PURPOSE AND
MEANING TO HIM...



... A PLACE FAMILIAR
WITH FRIENDS AND
WOULD-BE FAMILY.

WELCOME
HOME, BOY.



THE
PRODIGAL
SON FINALLY
RETURNS.

ARE YOU
REALLY --



-- CAN IT
POSSIBLY
BE --



BUT SOMETHING
IS WRONG HERE...

... AND OH SO
VERY RIGHT.

==FORGE?!

BUT I
WATCHED
YOU... DIE...
RIGHT IN MY
ARMS...

LORD, OLD
FRIEND --

-- YOU
HAVE NO IDEA
HOW GOOD IT
IS TO *SEE*
YOU!

JUST
SNAPPED OUT
OF A DREAM, I
GUESS, WAY
TOO WEIRD AND
WAY TOO LONG
FOR MY
LIKING.

ABOUT
SOME WHOLE
OTHER *EARTH*,
TOTALLY OUT
OF WHACK.

PLACE
HAD SOME
POTENTIAL,
I ADMIT,
BUT --

YOUR
FIRST
MISTAKE,
BOY, AS
USUAL...

... IS
ASSUMING
THAT REALITY
IS WHAT IT
APPEARS
TO BE.

THIS
IS THE DREAM,
NATHAN.

WHAT
ARE YOU
TALKING
ABOUT..?

I CAN
FEEL YOU,
FORGE, SOLID
IN MY GRIP. AS
REAL AS --

HAVE I
TAUGHT YOU
NOTHING,
CHILD..?

YOUR
DREAMS, AT
LEAST, ARE AS
REAL AS YOU
WANT THEM
TO BE.

TO ONE
AS THICK-HEADED
AND THIN-SKINNED
AS YOU INSIST ON
BEING, OF
COURSE...

... THAT
ABILITY PROVES
BOTH BLESSING
AND
CURSE.

IT IS,
AS IT HAS
ALWAYS BEEN --
BE *IN* CONTROL
OR BE
CONTROLLED.

YOU'LL
EVER BE A
TARGET OF THOSE
WHO WOULD USE
AND MISUSE YOUR
POWERFUL
POTENTIAL --

-- AS
WELL AS A
PAWN OF YOUR
OWN PAINFUL
PASSIONS --

FORGE..?

-- UNTIL
YOU FINALLY
LEARN TO
LISTEN...

"...AND
LISTEN
TO LEARN."

WHO'S
"FORGE",
NATE?

AND
WHAT DOES
SHE LOOK
LIKE?

MADELYNE?!

BUT
I THOUGHT,
FOR A
SECOND...

... I WAS
BACK WITH MY
TEACHER -- MY
"FATHER", FOR ALL
INTENTS -- ON THE
WORLD WHERE
WE...

JUST
A DREAM,
PAL.

LIKE ANY
OTHER.

STILL...

... YOU DISAPPEARED ON ME
RECENTLY -- I'M SURE OF
THAT -- AND THERE WERE
SOME OTHERS, ANOTHER
GIRL...

IF
THAT'S THE
CASE,
CHAMP...

... MAYBE
I'M THE
DREAM.



JUST A DREAM...?

A DREAM
COME TRUE,
GREY.

FOR
BOTH OF US,
I HOPE.

BUT THIS
TELEPATHIC
CHANNEL OF
YOURS WILL TAKE
SOME GETTING
USED TO.

NOT
SURE I'LL
EVER BE ABLE
TO SEND
THOUGHTS TO
YOU AS WELL
AS --



WHOA!!

... THRENODY!?

IS THIS
REALLY --

WELCOME
BACK TO
THE LAND OF
THE LIVING,
CHUM.

WELCOME
TO THE REAL
WORLD.

WHERE... ?



A SKI-LODGE NEAR THE SWISS
BORDER, CONVERTED TO A
MAKESHIFT RED CROSS
STATION.

RESCUE
TEAMS BROUGHT
US IN WITH THE REST
OF THE INJURED AFTER
THE QUAKE AND THE
AVALANCHES YOU
CAUSED. ®

SEE X-MAN #14 &
CABLE #30-31 -- Joye



I...

... I
DID ALL
THIS?



YOU DID WHAT YOU HAD TO, GREY, BE SURE OF THAT.

WHATEVER IT TOOK TO STOP THAT EXODUS THING, TO SAVE US ALL FROM ITS UGLY LITTLE APPETITE FOR LIFE.



BLAQUESMITH AND CABLE WERE THE ONES WHO WOULDN'T LET IT GO, WHO KEPT HOUNDING YOU...

CABLE CLAIMED HE WAS -- IS... ME, THRENODY.

OLDER, WISER, AND TRUER TO THIS REALITY.

HOW CAN I BE SURE OF ANYTHING ANYMORE...

... ANYONE?



EVEN YOU?

YOU TOLD ME YOU SERVED SINISTER, AN EXPERT AT MANIPULATION.



NOT BY CHOICE, NEVER BY CHOICE.

AND THEN I FOUND YOU --

-- A WEAPON TO PROTECT YOU FROM HIS WRATH.

ANOTHER SCARED KID, ACTUALLY, WHO SEEMED TO NEED ME AS MUCH AS I NEED HIM.

I NEED THE TRUTH, THREN, NOTHING ELSE.

HOW DO I KNOW HE'S NOT USING YOU TO GET TO ME..?

HOW DO YOU KNOW..?

WHAT DO YOU MEAN, NATE?!

WHAT ARE YOU DO --

DONE, GIRL.

I'M ALREADY...

... IN
YOUR
MIND.

SOME
ARTIFICIAL
RESISTANCE AT
THE EDGES
ALRIGHT --

-- BUT
HER INHERENT
MENTAL DEFENSES
ARE *WEAK* --
UNNATURALLY
THIN --

-- A MIND
FOCUSING ALL
ITS *STRENGTH*
AND *SHIELDS* ON
THE BATTLE
WITHIN.

THE MIND
OF A MUTANT
WHO LIVES ON *DEATH*,
LITERALLY FEEDING
ON EACH AND EVERY
BREATH OF THE
DYING.

THRENODY --?!

CAN'T
HEAR OVER THE
ECHO OF SCREAMS
IN THIS MADHOUSE,
DON'T RECOGNIZE
ANYTHING BUT THE
SHADOW OF
BLOOD AND
BONES...

... AND
SINISTER,
DEAD-
CENTER.

I CAN
FEEL THRENODY
UNDER THERE
SOMEWHERE,
THOUGH --

-- BURIED
ALIVE.

BUT SHE
CAN'T STOP
MOVING, NOT
FOR A SECOND --
LIKE A
SHARK --

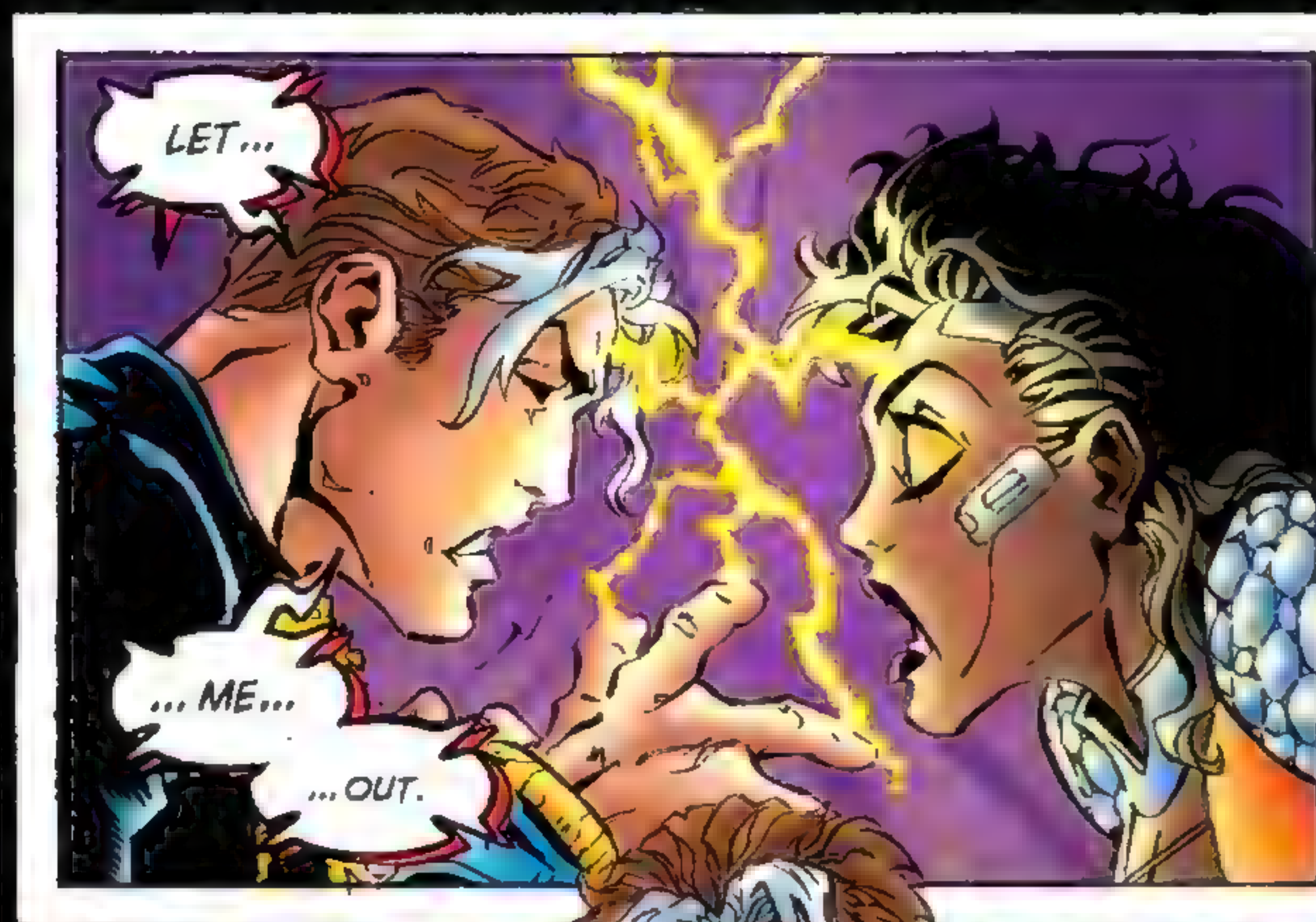
--OR SHE'LL
DROWN IN
THIS MAD-
NESS.

WE JUST
MIGHT HAVE
MORE IN
COMMON
THAN I...

WHOOH

CAUGHT
UP IN HER PAIN --
SO SHARP,
CUTTING SO
DEEP --

-- SWEEPING
ME AWAY --



LET...

... ME...

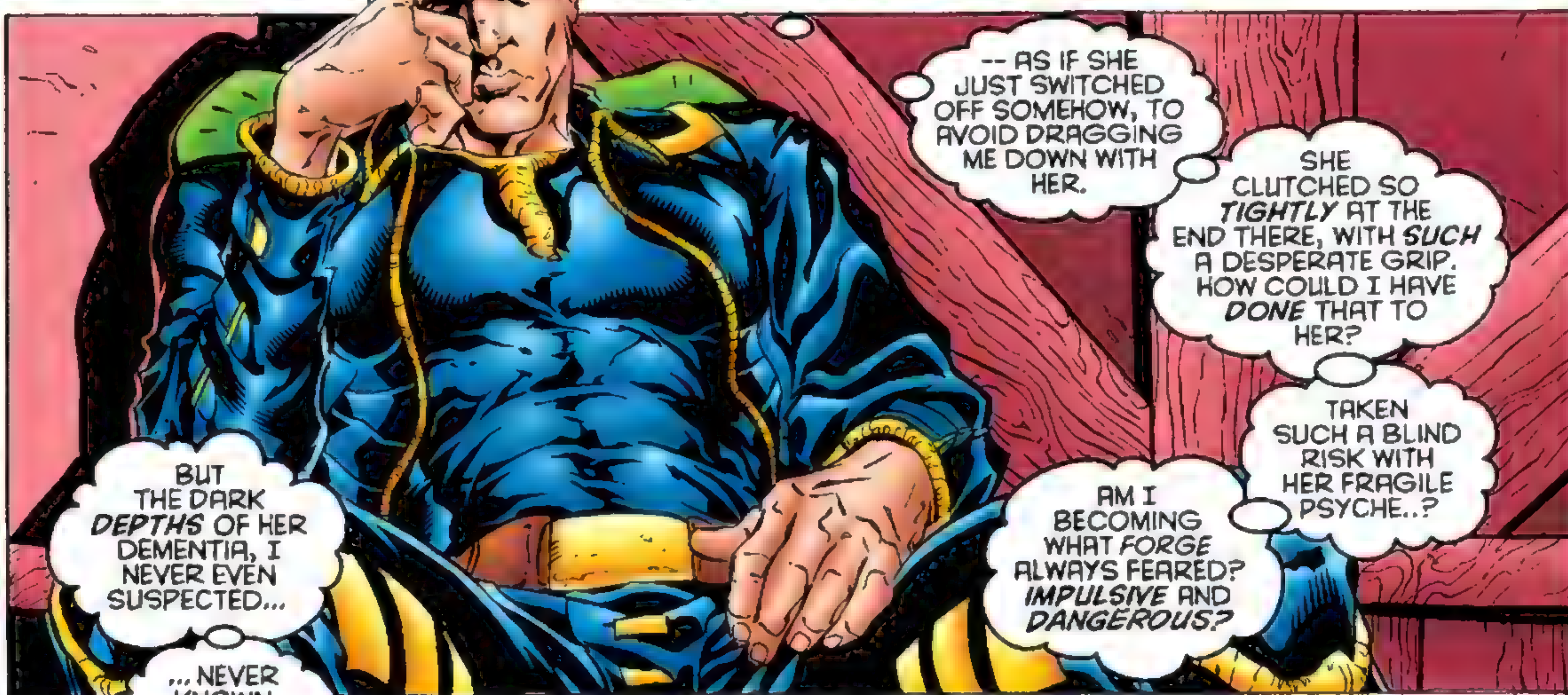
... OUT.



TOO CLOSE.

TOO SOON AFTER MY LAST ROUND OF HEAD GAMES.

I'M EXHAUSTED ALREADY -- PULSE POUNDING AGAIN -- BUT THRENODY'S ACTUALLY IN SHOCK --



-- AS IF SHE JUST SWITCHED OFF SOMEHOW, TO AVOID DRAGGING ME DOWN WITH HER.

SHE CLUTCHED SO TIGHTLY AT THE END THERE, WITH SUCH A DESPERATE GRIP. HOW COULD I HAVE DONE THAT TO HER?

TAKEN SUCH A BLIND RISK WITH HER FRAGILE PSYCHE..?

AM I BECOMING WHAT FORGE ALWAYS FEARED? IMPULSIVE AND DANGEROUS?

BUT THE DARK DEPTHS OF HER DEMENTIA, I NEVER EVEN SUSPECTED...

... NEVER KNOWN ANOTHER MIND LIKE THAT.

IS THAT THE FULL FACE OF INSANITY..?

IS THAT WHAT IT'S LIKE IN HER HEAD ALL THE TIME?

PUPPET OR PAWN OF SINISTER, HE WOULD USE US BOTH.

THAT MUCH WE DO SHARE.



BUT I'VE COME TO KNOW THE STRINGS OF THE PUPPETMASTER, FRIEND.



AND I'M LEARNING HOW TO PLUCK TH --

NO, NATE...

... WAIT...

HER SILENT SCREAM IS
LOST TO THE ROAR OF
PENT-UP PLASMIC ENERGY
THAT EXPLODES FROM
HER BODY WITHOUT
RESTRAINT.

BOOM

WHAT
THE --?!

HIS LAST GASP IS
CONSUMED BY THE
IMPOSSIBLE EFFORT
OF SURVIVAL.

POOM

AND A SINGLE SIGH
ESCAPES THE LIPS
OF A WOMAN IN PARIS,
FRANCE.

A WOMAN WHO CANNOT
BE MADDIE PRYOR.

FOR MADDIE
PRYOR WAS
BELIEVED TO
BE DECEASED
NOT SO LONG
AGO.

LUXURY,
PURE AND
SIMPLE.

SCENT
OF LEMON AND
ROSES SHARING THE
AIR WITH THE STRAINS OF
TCHAIKOVSKY. WARM
BUBBLES TICKLING
MY SKIN, TINGLING
MY SCALP...

...AND
A SPARKLING
BORDEAUX FROM
MY ABSENTEE
HOSTESS'S OWN
VINEYARD.

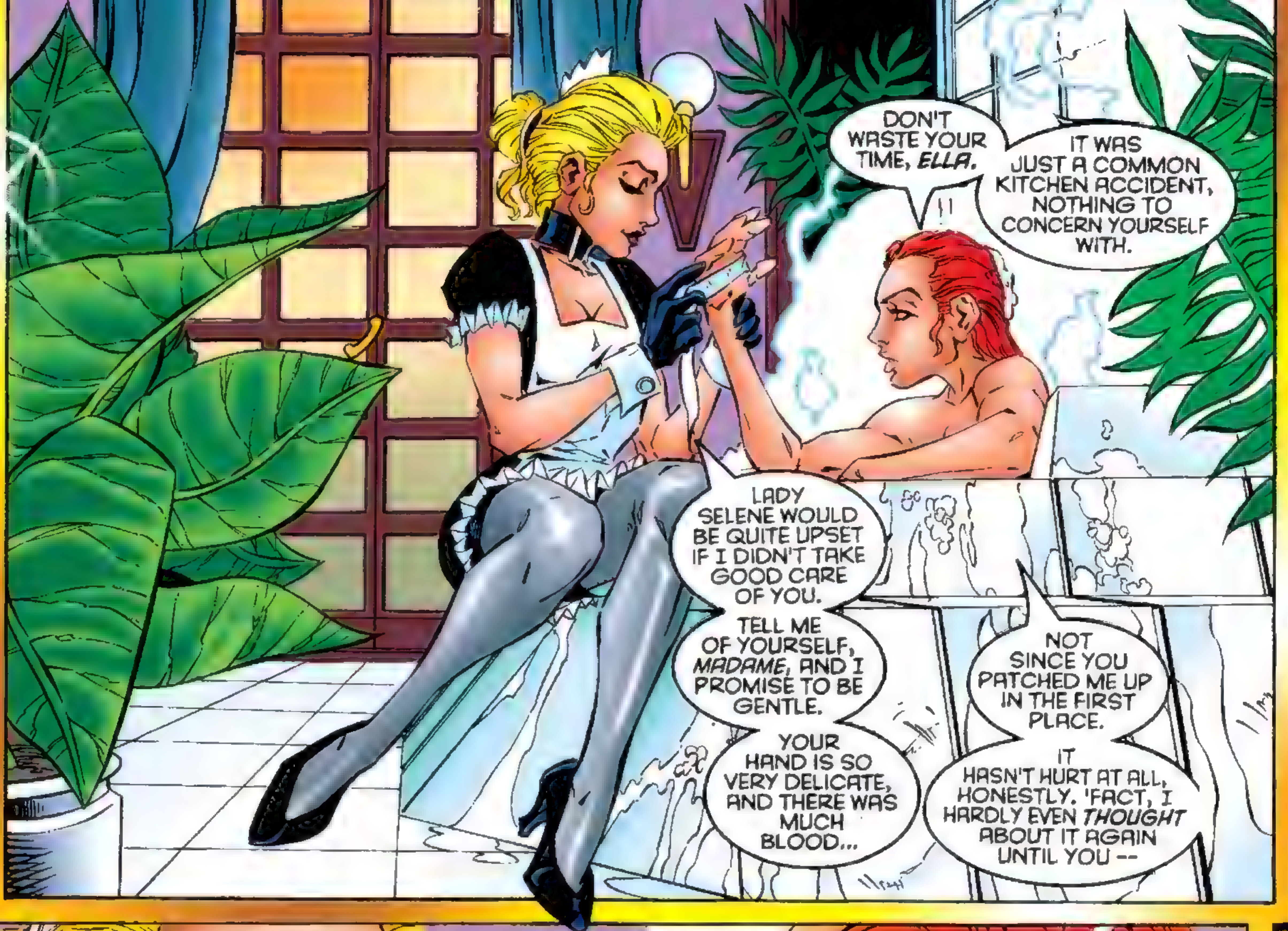
NOTHING
BUT THE BEST
FOR A GUEST OF
SELENE.

JUST
BEEN SO LONG
SINCE I'VE BEEN
ABLE TO RELAX
LIKE THIS.

LONG AS I
CAN REMEMBER,
COME TO THINK
OF --

PARDON,
M'LADY
MADELYNE...

... I
BRING NEW
BANDAGES TO
REDRESS OLD
WOUNDS.



DON'T
WASTE YOUR
TIME, ELLA.

IT WAS
JUST A COMMON
KITCHEN ACCIDENT,
NOTHING TO
CONCERN YOURSELF
WITH.

LADY
SELENE WOULD
BE QUITE UPSET
IF I DIDN'T TAKE
GOOD CARE
OF YOU.

TELL ME
OF YOURSELF,
MADAME, AND I
PROMISE TO BE
GENTLE.

YOUR
HAND IS SO
VERY DELICATE,
AND THERE WAS
MUCH
BLOOD...

NOT
SINCE YOU
PATCHED ME UP
IN THE FIRST
PLACE.

IT
HASN'T HURT AT ALL,
HONESTLY. 'FACT, I
HARDLY EVEN *THOUGHT*
ABOUT IT AGAIN
UNTIL YOU --



SACRE...

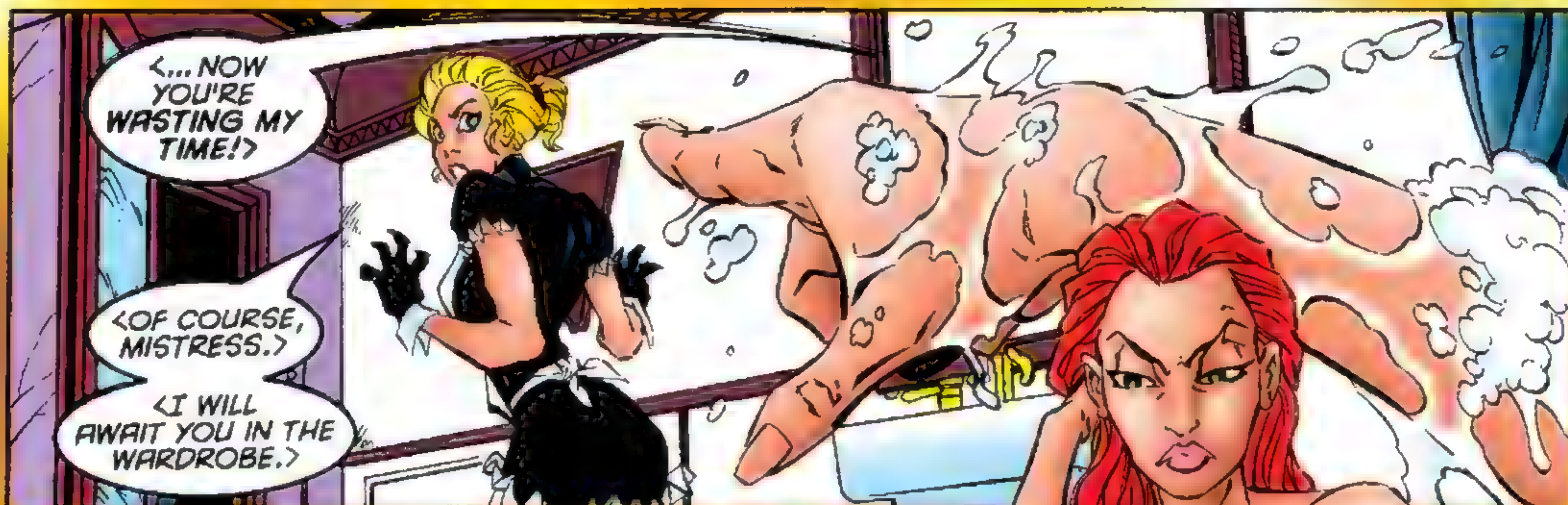
... IT IS
PERFECT
ONCE
AGAIN?!



NO SCAR --
NO TRACE EVEN --
OF THE INJURY I
WITNESSED ONLY
A DAY AGO.

ENOUGH
ALREADY,
GIRL... >@

⊗ TRANSLATED FROM
FRENCH - Jaye.



<... NOW
YOU'RE
WASTING MY
TIME!>

<OF COURSE,
MISTRESS.>

<I WILL
AWAIT YOU IN THE
WARDROBE.>

HOW
DOES SHE DO
THAT?

WHY DO
I KEEP LETTING
HER DO IT TO
ME..?!

A HOUSE
FILLED WITH
DISTRACTIONS,
LITERALLY --

-- AND THAT
GIRL STILL KEEPS
FORCING ME FACE-
TO-FACE WITH HARD
QUESTIONS.

ABOUT
WHEN AND WHERE
I LEARNED TO
SPEAK FRENCH SO
FLUENTLY, FOR
A START.

ABOUT
THE PEOPLE AND
PLACES I CAN'T
SEEM TO RECALL,
ALL THE THINGS
I DON'T
KNOW.

ABOUT
MY LIFE,
MY PAST.

"ABOUT ABSOLUTELY
EVERYTHING BEFORE
THE MOMENT I MET..."



"... NATE GREY."

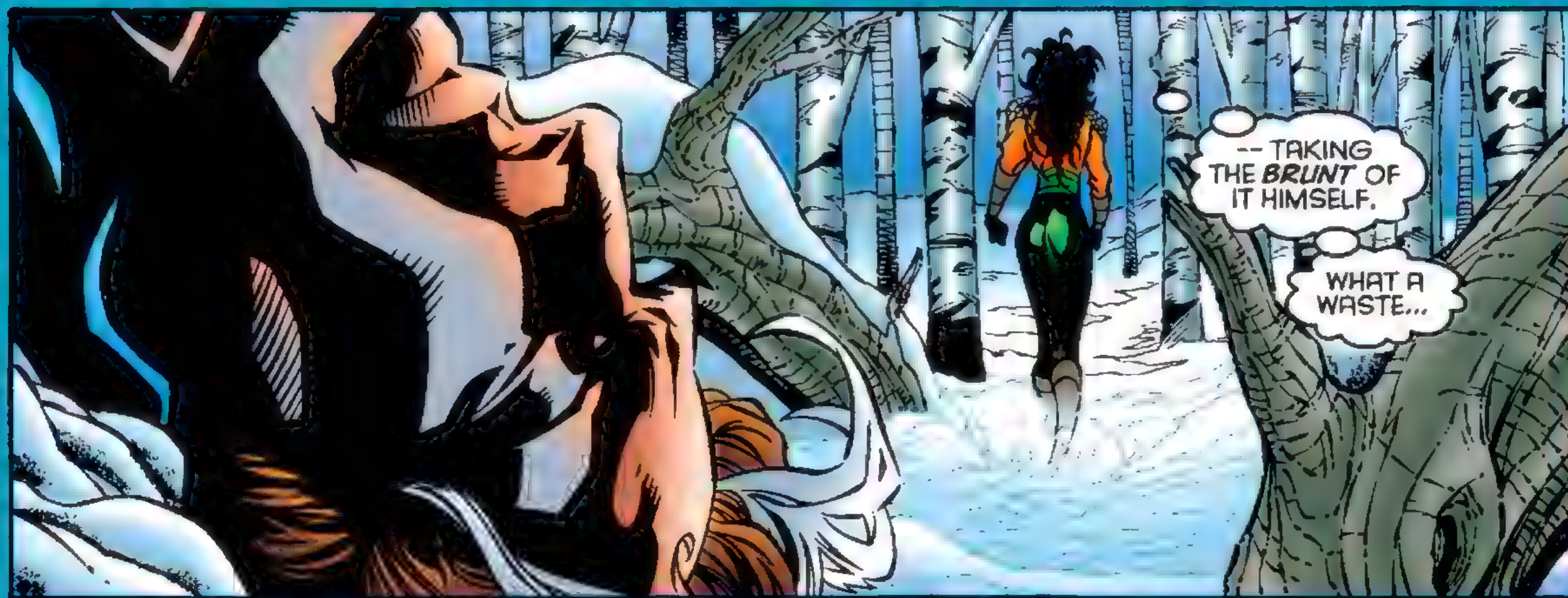
IDIOT.

THAT
LITTLE INVASION
OF MY PRIVACY
RELEASED EVERY IOTA
OF DEATH CHARGE I'D
BEEN BUILDING
SINCE MY LAST
PURGE...



... WHOLLY
UNCHECKED
BY SINISTER'S
NEURO-
LOCKS.

AND IT
LOOKS LIKE
IT TOOK ALL GREY HAD
TO FUNNEL THE FORCE
OF MY BLAST STRAIGHT UP
AND OUT OF THE LODGE --
SHUNTING IT AWAY FROM
THE INNOCENTS
INSIDE --



-- TAKING
THE BRUNT OF
IT HIMSELF.

WHAT A
WASTE...



EXCEPT...

SOMEHOW,
THE EASY
ABANDON I'M
USED TO --

-- THE
QUICK
ESCAPE --

-- DOESN'T
COME SO EASY
ALL OF A
SUDDEN...

... NOT
WITH
GREY.

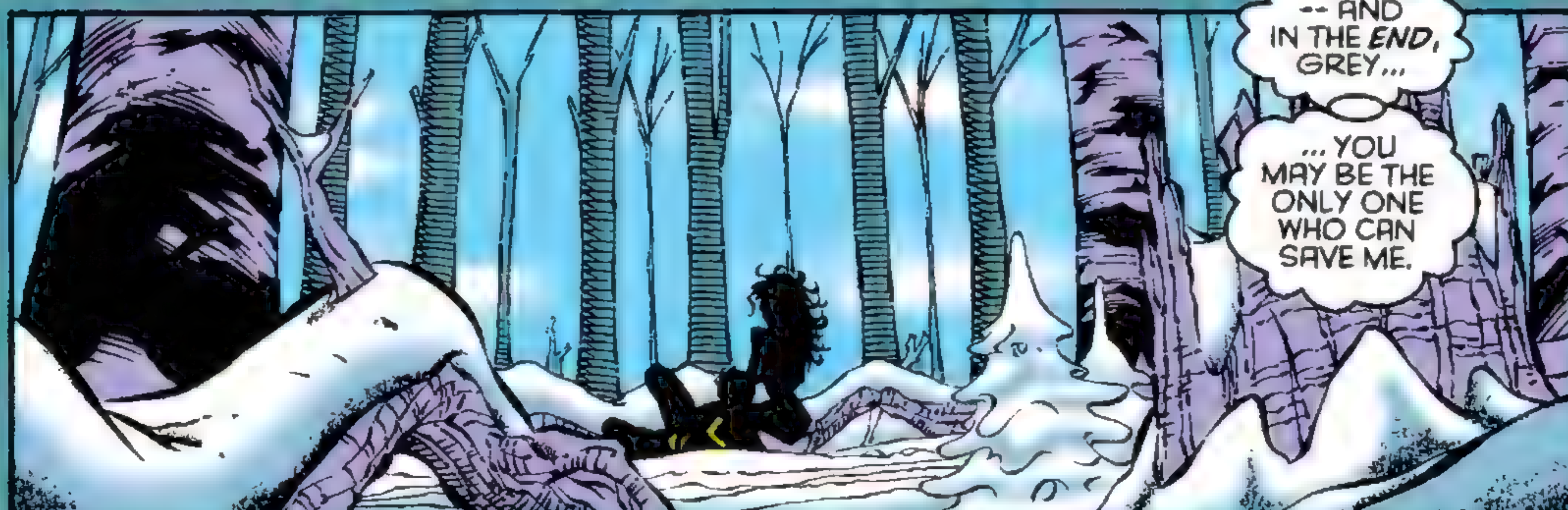


MAYBE
IT'S BECAUSE
HE REALLY *TOUCHED*
ME -- IN MY MIND,
AT LEAST, IF NOWHERE
ELSE -- AND I'M
NOT SO EASILY
TOUCHED.



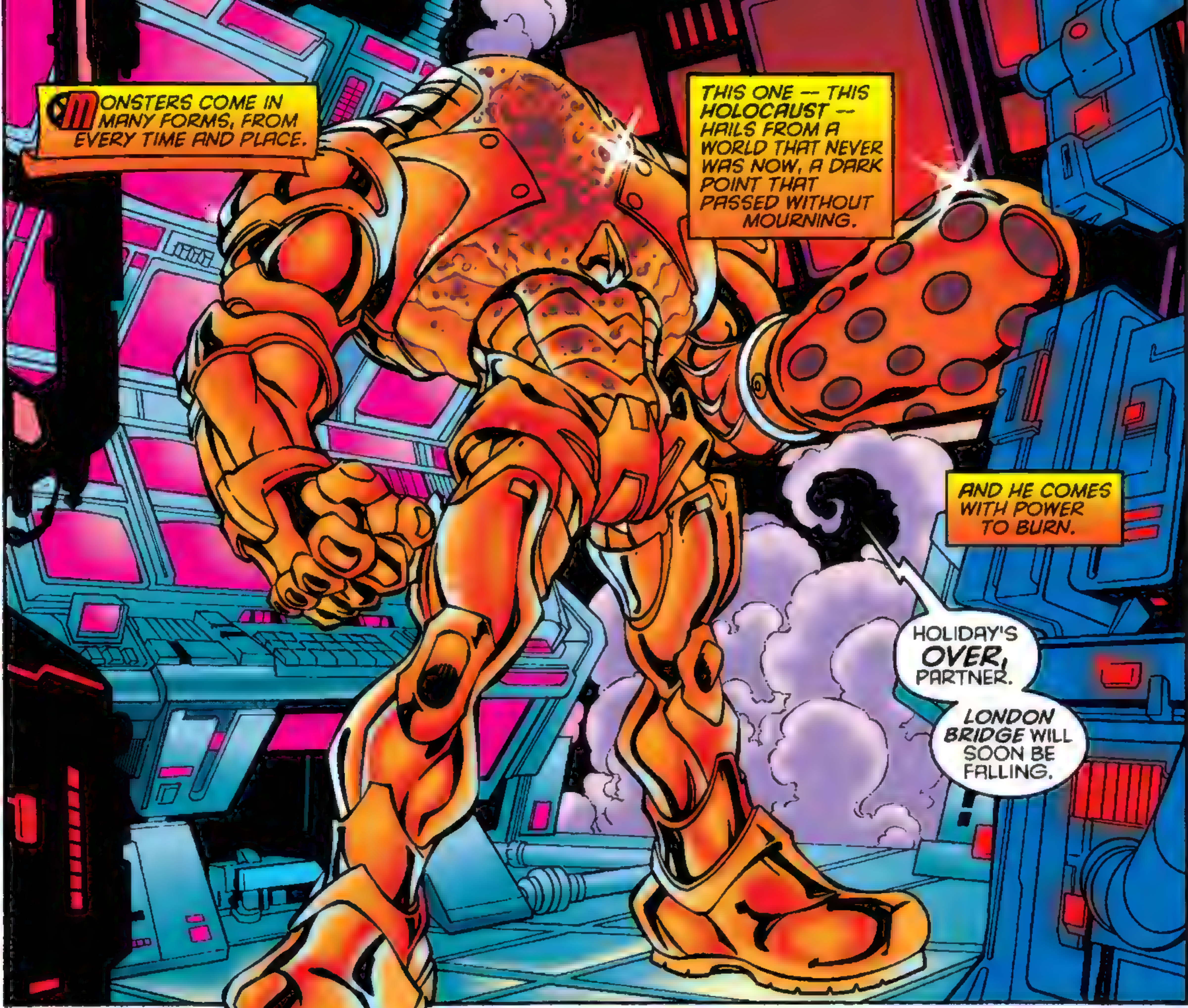
MAYBE
IT'S BECAUSE
HE'S THE FIRST TO
SURVIVE THE
EXPERIENCE, AND I
NEED THAT KIND
OF STRENGTH NOW
MORE THAN HE
CAN KNOW.

SO MANY
VOICES IN MY
HEAD ALREADY --
ALWAYS SHOUTING
TO BE HEARD,
ARGUING
ALoud --



-- AND
IN THE *END*,
GREY...

... YOU
MAY BE THE
ONLY ONE
WHO CAN
SAVE ME.



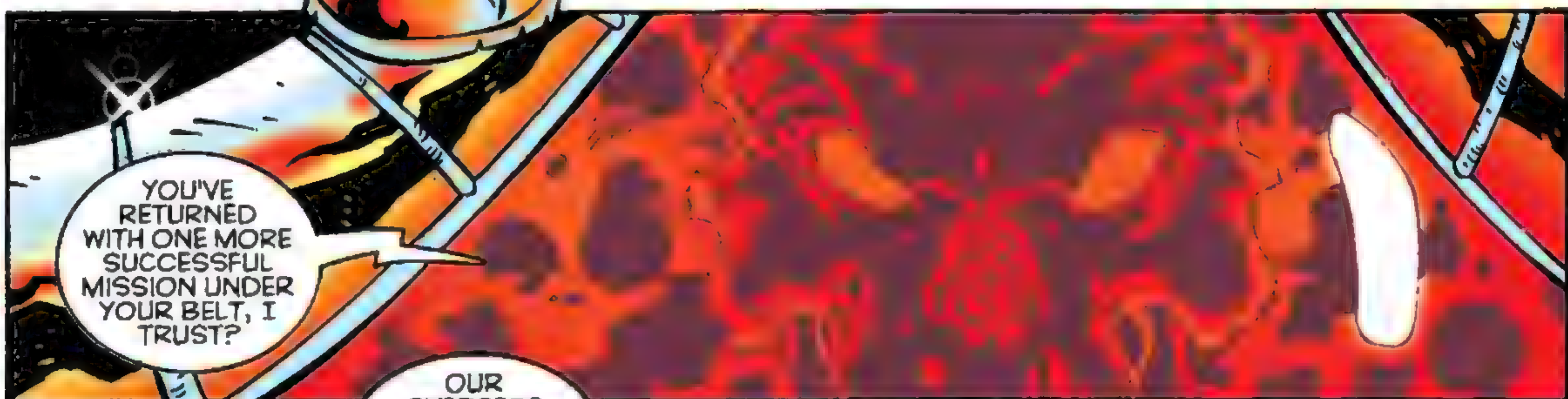
MONSTERS COME IN MANY FORMS, FROM EVERY TIME AND PLACE.

THIS ONE -- THIS HOLOCAUST -- HAILS FROM A WORLD THAT NEVER WAS NOW, A DARK POINT THAT PASSED WITHOUT MOURNING.

AND HE COMES WITH POWER TO BURN.

HOLIDAY'S OVER, PARTNER.

LONDON BRIDGE WILL SOON BE FALLING.



YOU'VE RETURNED WITH ONE MORE SUCCESSFUL MISSION UNDER YOUR BELT, I TRUST?

OUR OVERSEAS EXCHANGE WENT AS PLANNED, HOLOCAUST.



SEBASTIAN SHAW IS A POWERMONGER, IN DEED AS WELL AS WORD...

⊗ SEE EXCALIBUR #96
-- Joye.



... ENJOYING THE MUTANT ABILITY TO ABSORB KINETIC ENERGIES, RETURNING THEM WITH NEAR-INFINITE INTEREST.

I SEE YOU ARE FAMILIARIZING YOURSELF WITH MY RESOURCES -- FROM INFORMATION TO TECHNOLOGY.

ALWAYS AT YOUR DISPOSAL, OF COURSE.



THE LADY TESSA
IS HIS EXECUTIVE
TELEPATH.

SEBASTIAN,
I'M PICKING
UP A NEW IMAGE
FROM HOLOCAUST'S
THOUGHTS
SUDDENLY...

... SOME-
THING BIG --
HUGE --



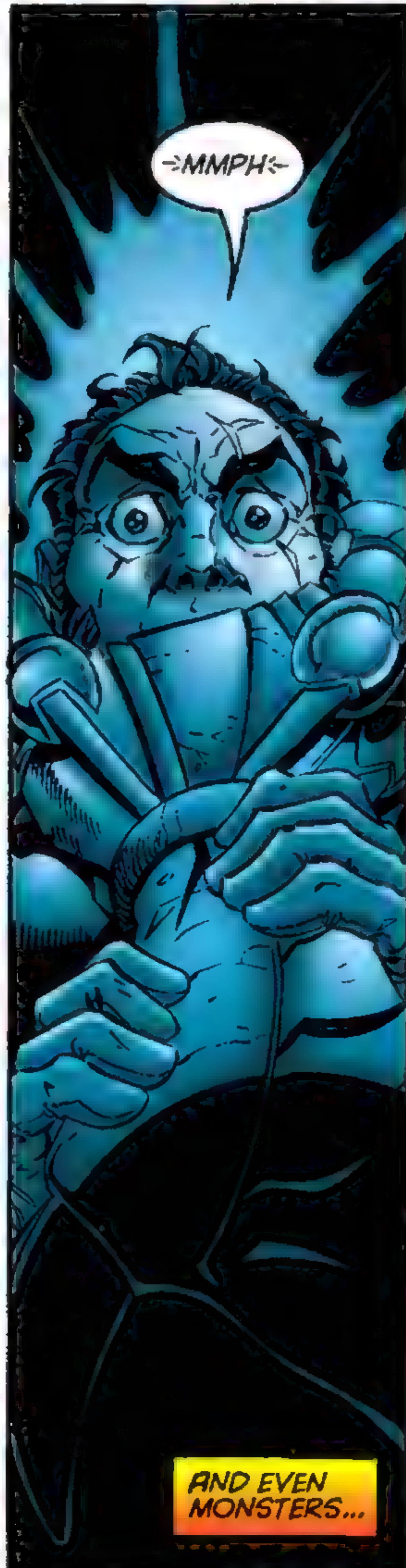
-- BEHIND
US?!

IMPOSSIBLE.



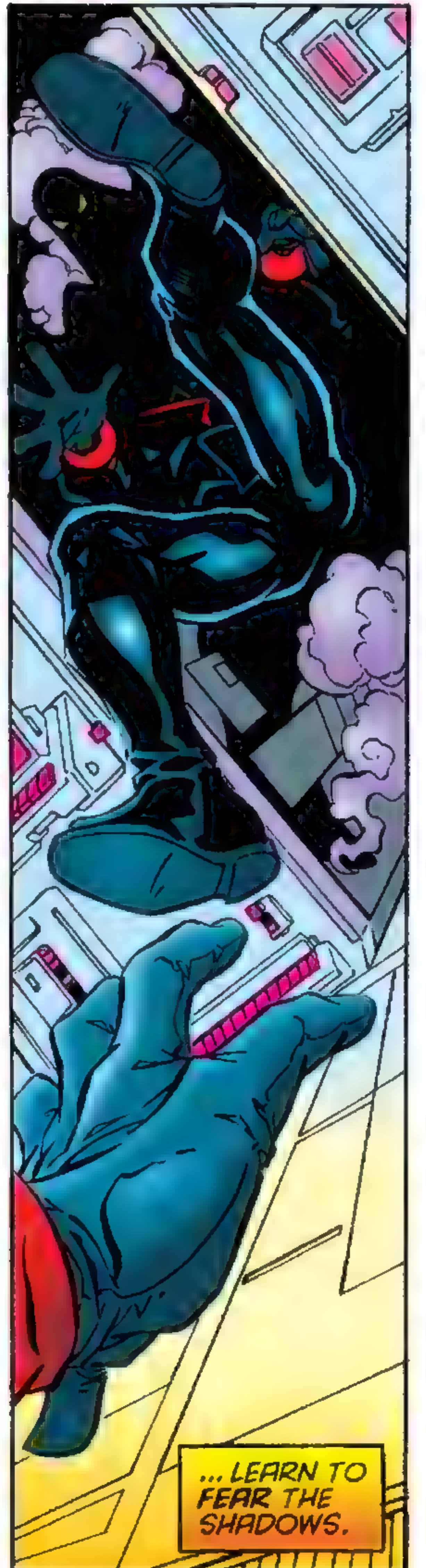
POOM

THE
ESTATE'S
DEFENSE
PERIMETERS
CANNOT BE
BREACHED
WITHOUT
MY --

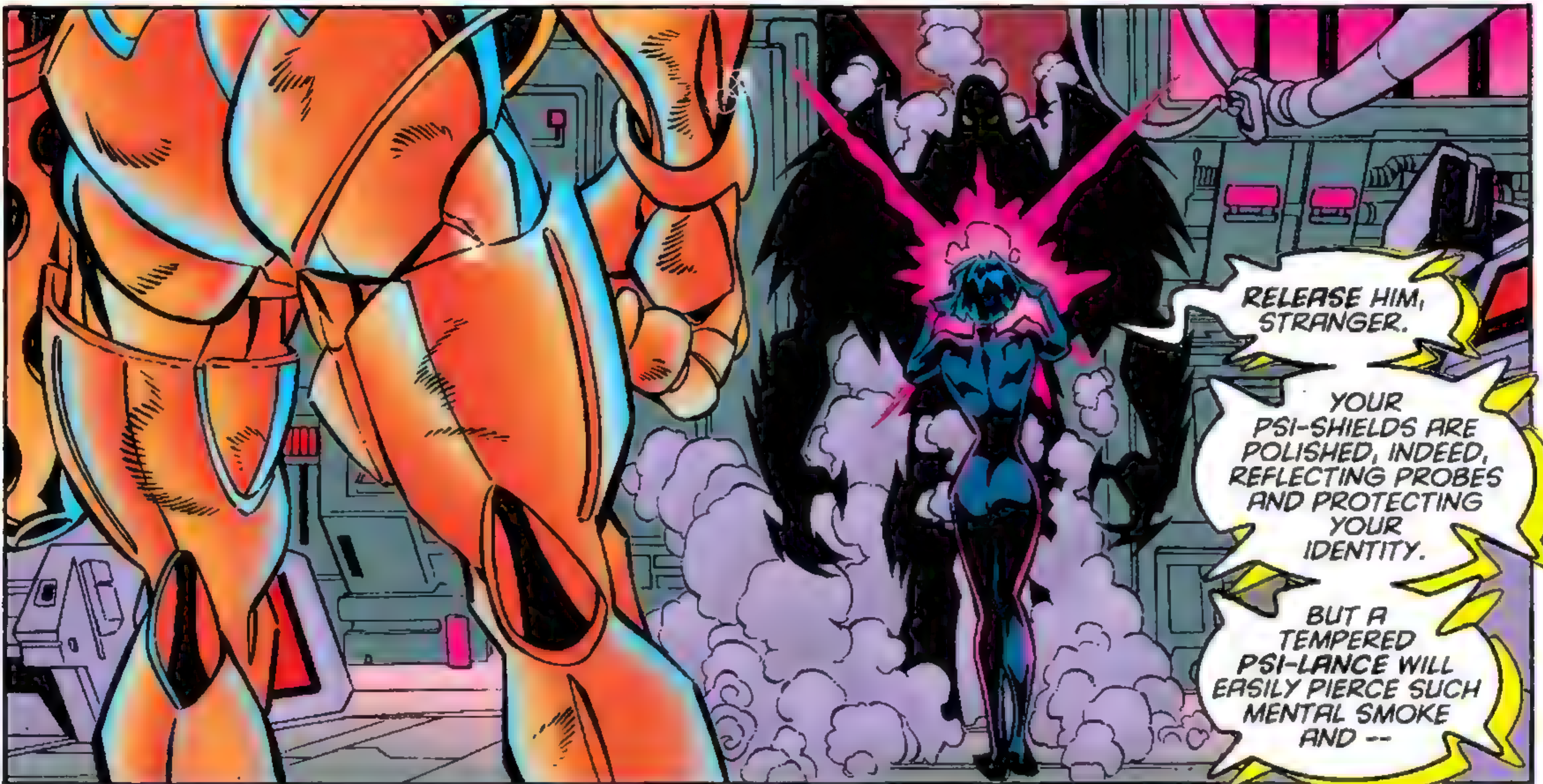


=MMPH=

AND EVEN
MONSTERS...



... LEARN TO
FEAR THE
SHADOWS.



RELEASE HIM,
STRANGER.

YOUR
PSI-SHIELDS ARE
POLISHED, INDEED,
REFLECTING PROBES
AND PROTECTING
YOUR
IDENTITY.

BUT A
TEMPERED
PSI-LANCE WILL
EASILY PIERCE SUCH
MENTAL SMOKE
AND --



-- MIRRORS...



I'M
IMPRESSED.

YOU ARE
AFRAID, OTHER-
WORLDER.



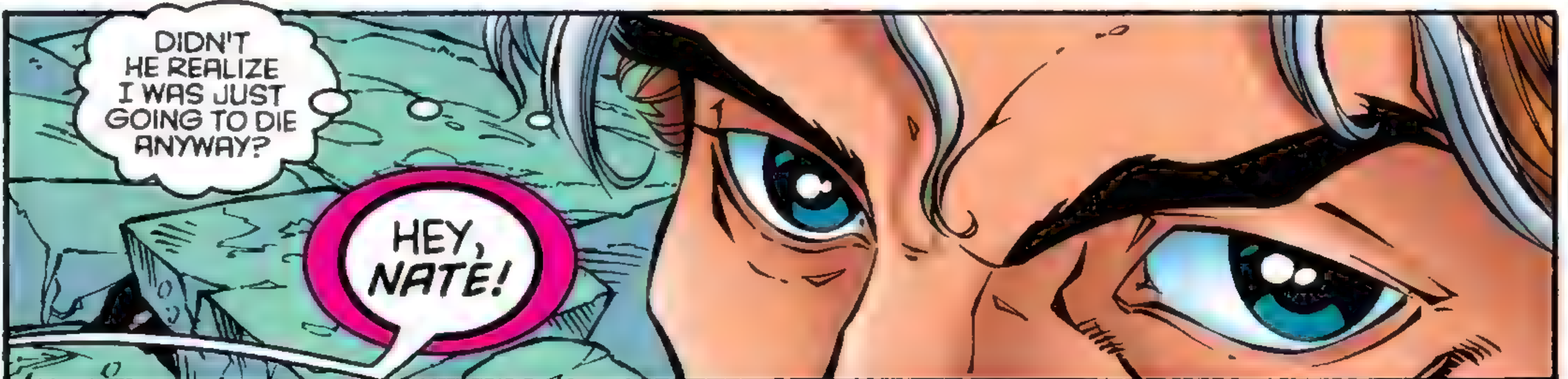
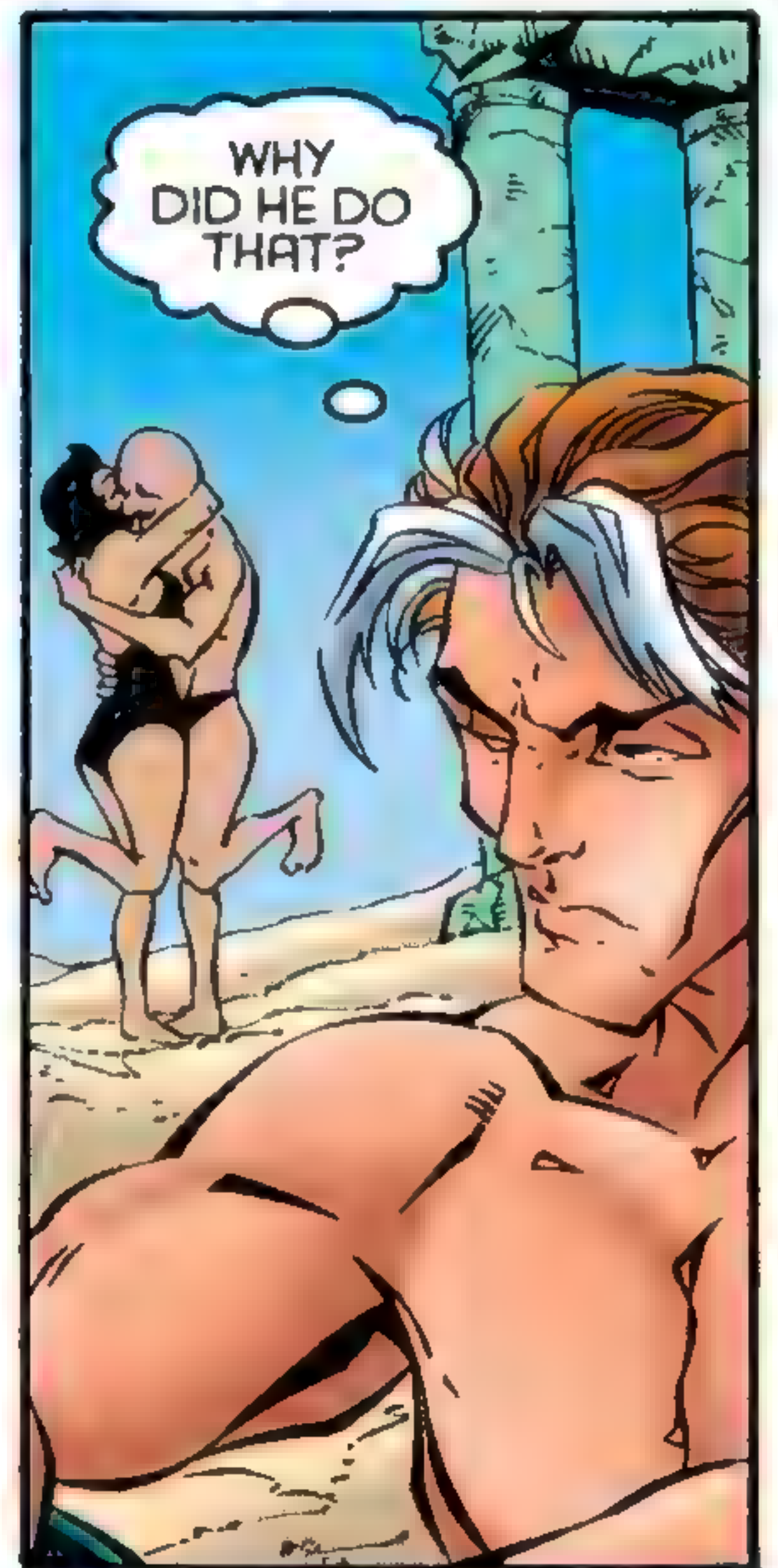
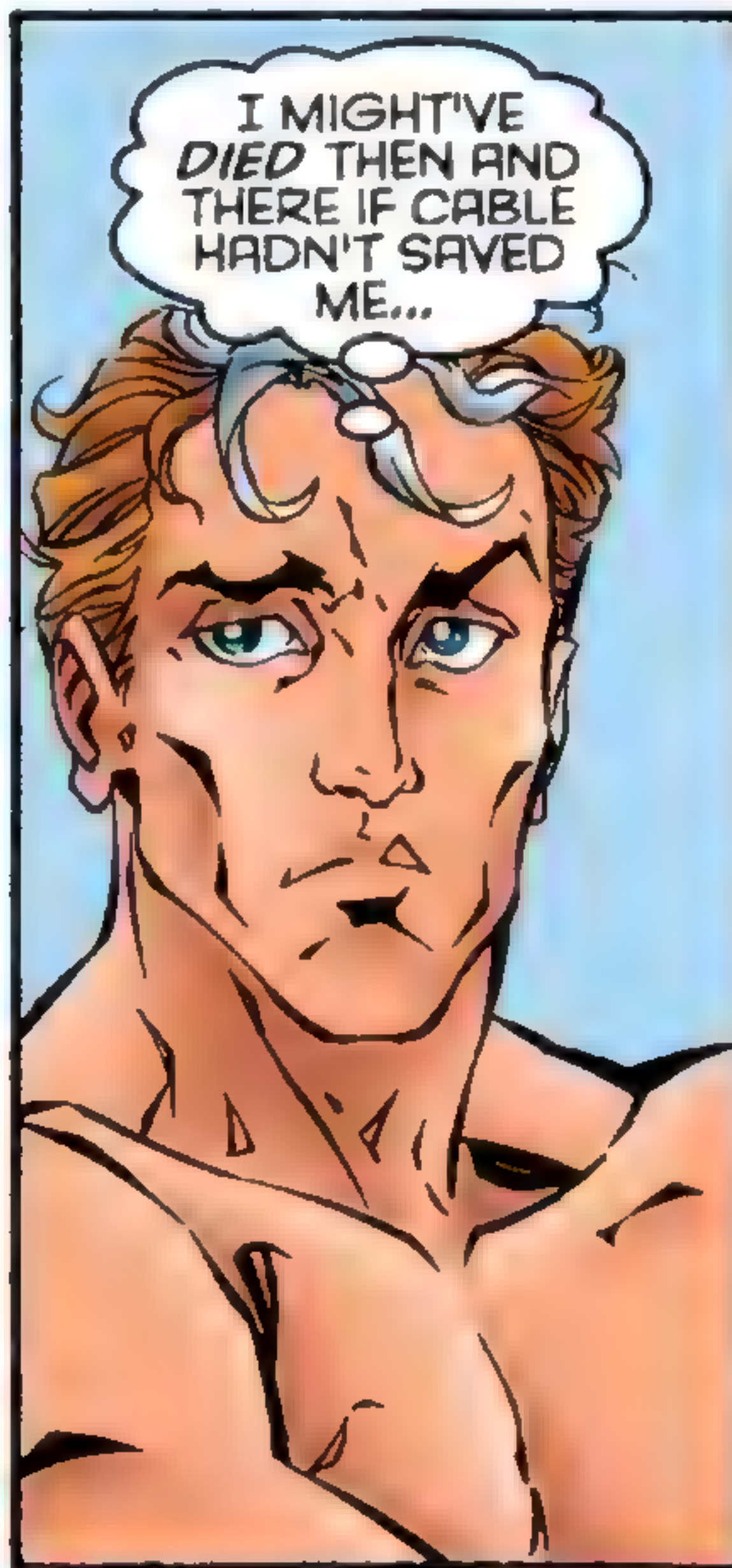
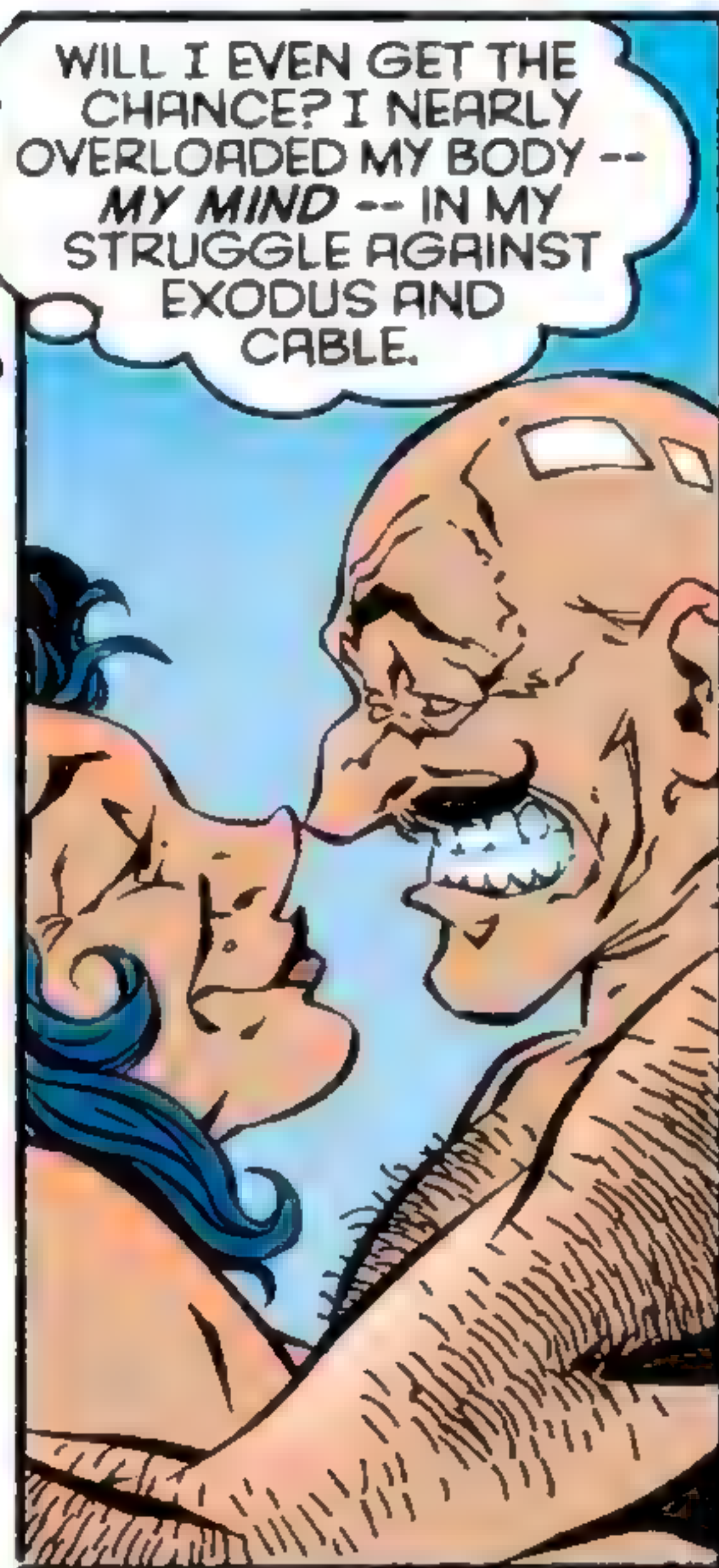
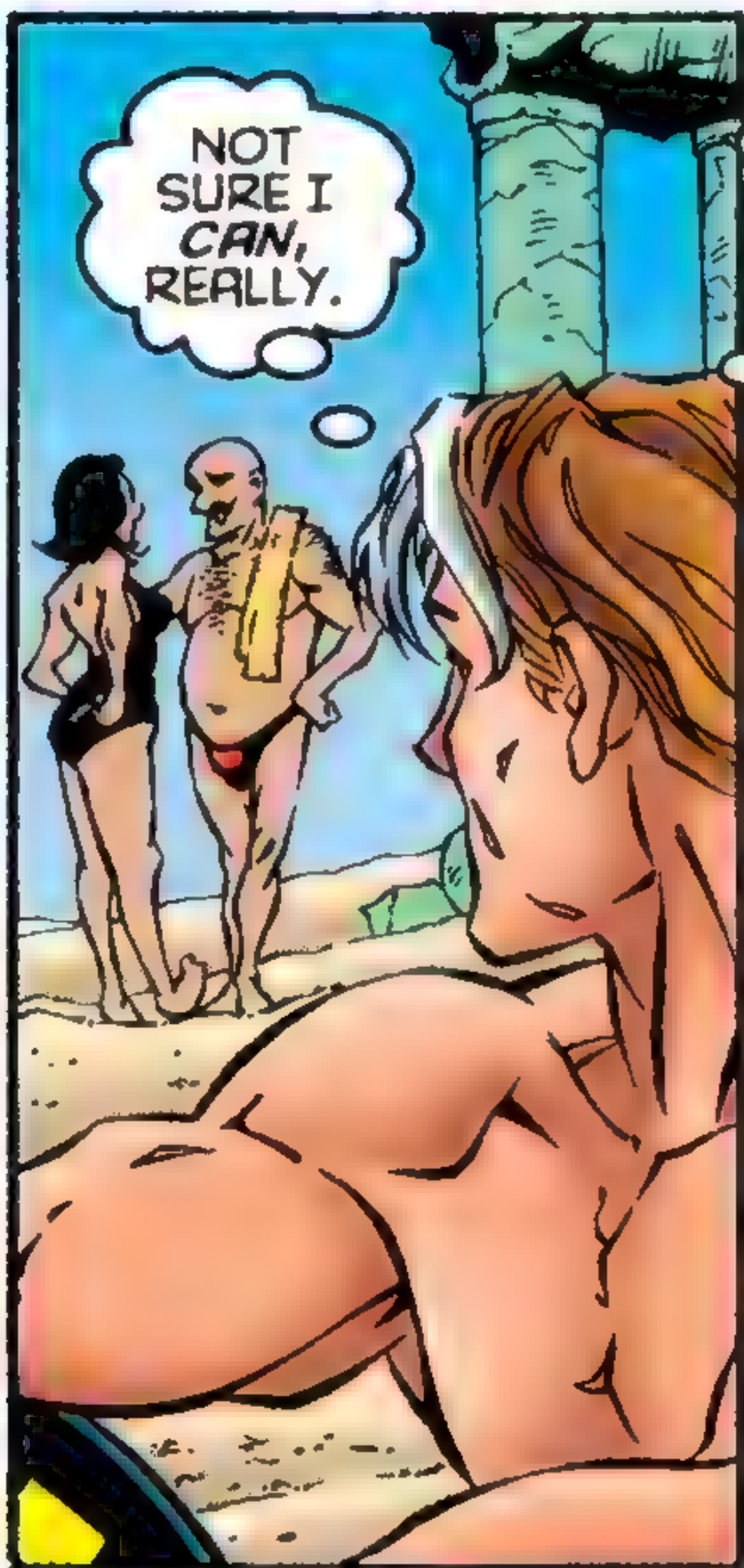
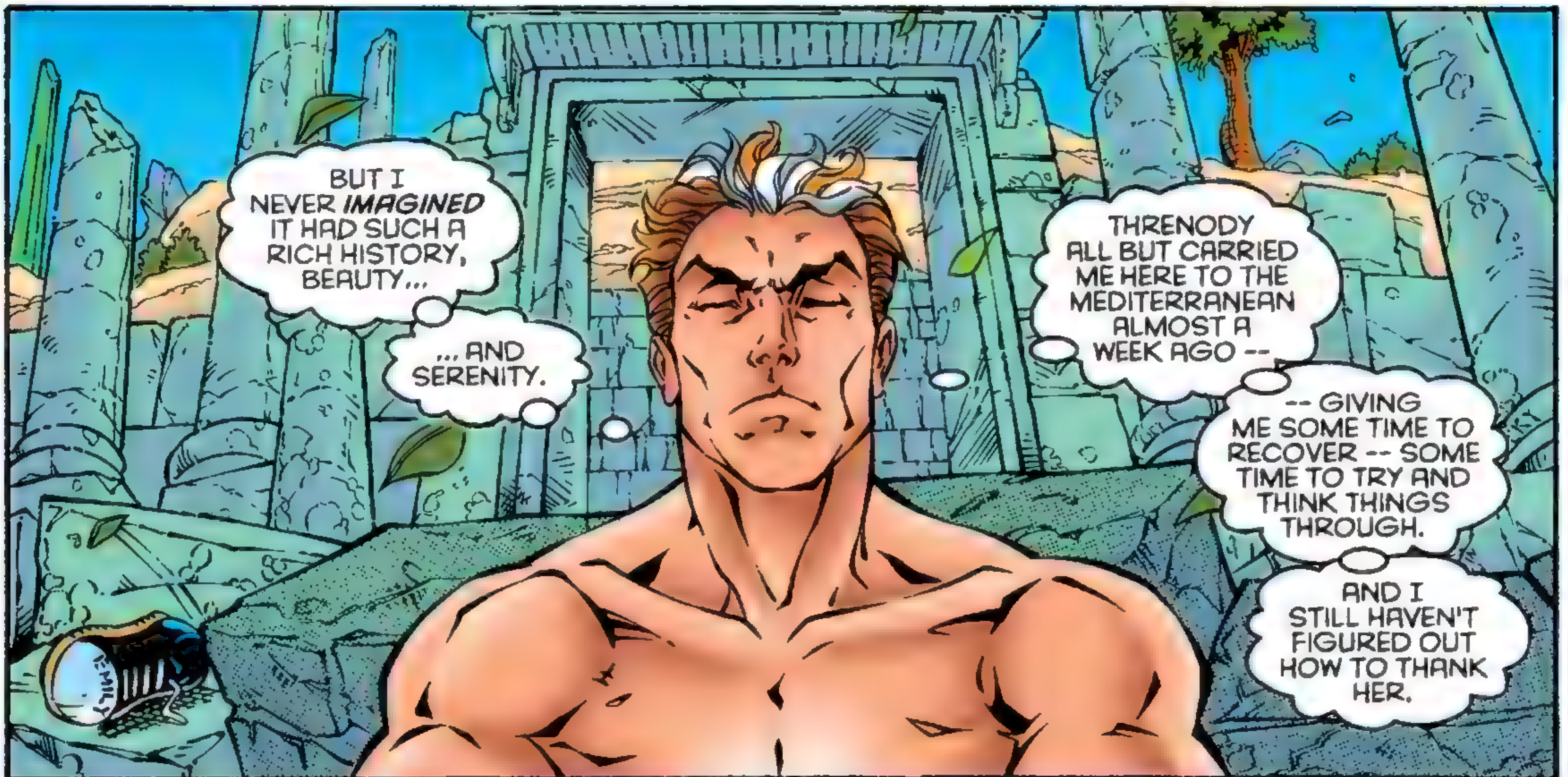
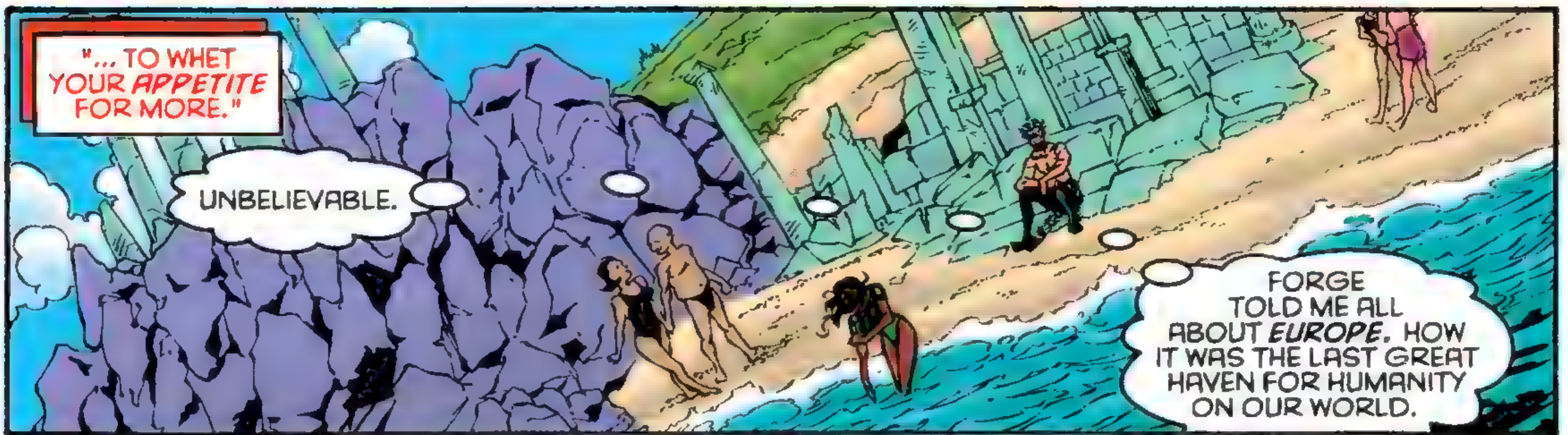
ONSLAUGHT
KNOWS YOU FOR
EXACTLY WHAT
YOU ARE.

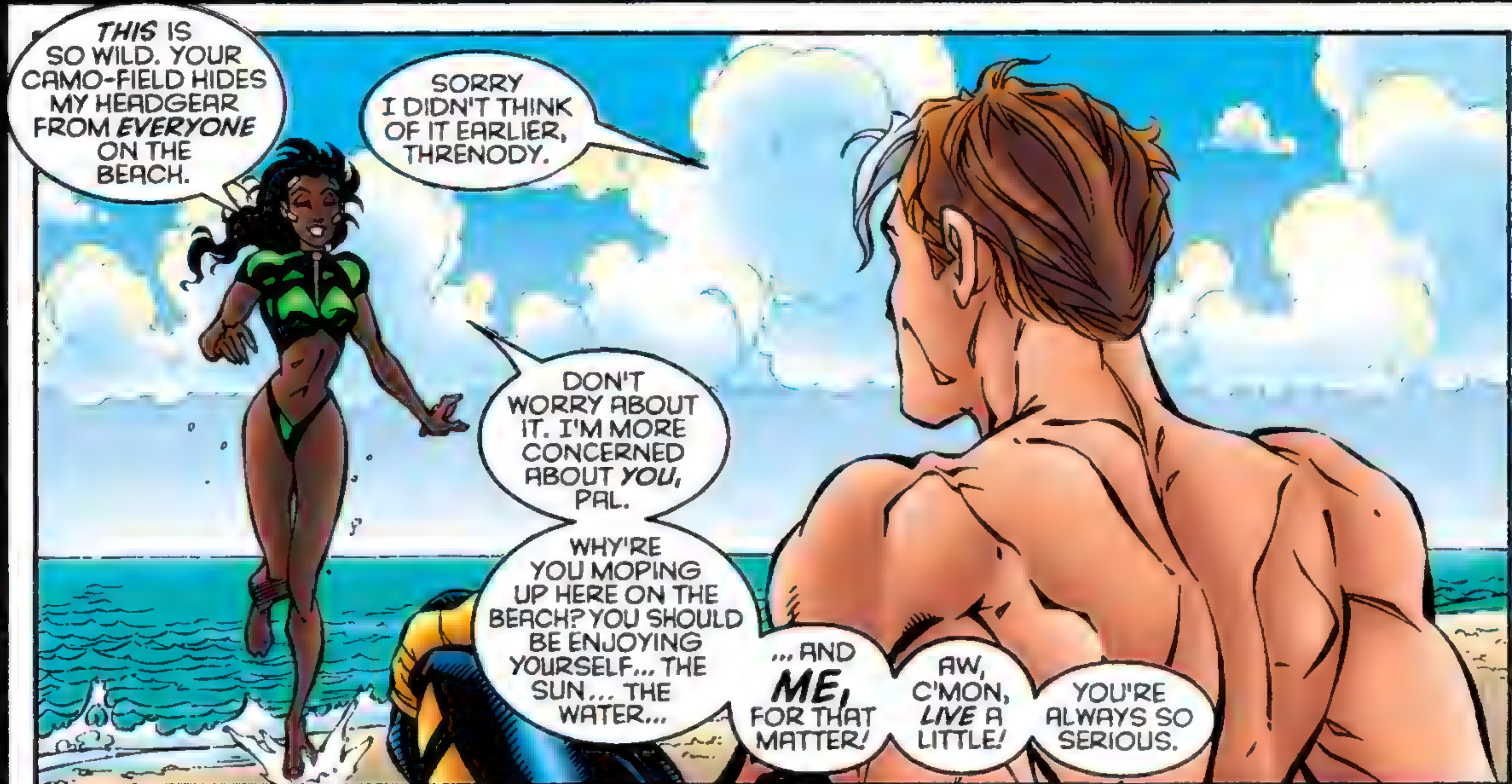
YOU AND
I HAVE FACED
A COMMON FOE,
HOLOCAUST.

WE
BOTH SHARE
AN INTEREST IN
HIS LIMITED
FUTURE.

BRING
ME THE BOY NAMED
NATE GREY, AND YOU
SHALL KNOW POWER
BEYOND YOUR
WILDEST
DREAMS.

I
OFFER ONLY THE
MEREST TASTE OF
WHAT'S TO
COME...





THIS IS SO WILD. YOUR CAMO-FIELD HIDES MY HEADGEAR FROM **EVERYONE** ON THE BEACH.

SORRY I DIDN'T THINK OF IT EARLIER, THRENODY.

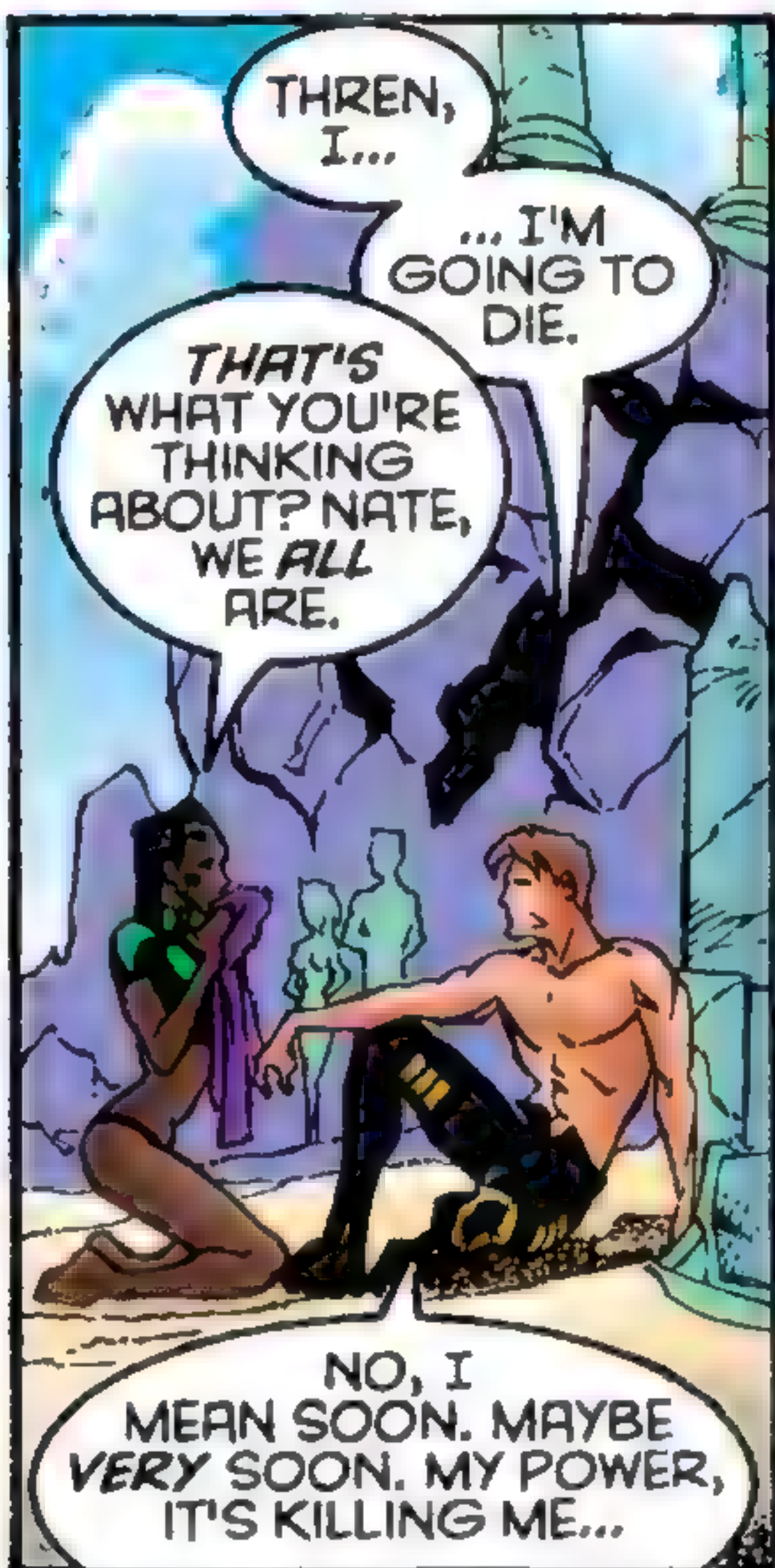
DON'T WORRY ABOUT IT. I'M MORE CONCERNED ABOUT YOU, PAL.

WHY'RE YOU MOPING UP HERE ON THE BEACH? YOU SHOULD BE ENJOYING YOURSELF... THE SUN... THE WATER...

...AND **ME**, FOR THAT MATTER!

AW, C'MON, LIVE A LITTLE!

YOU'RE ALWAYS SO SERIOUS.

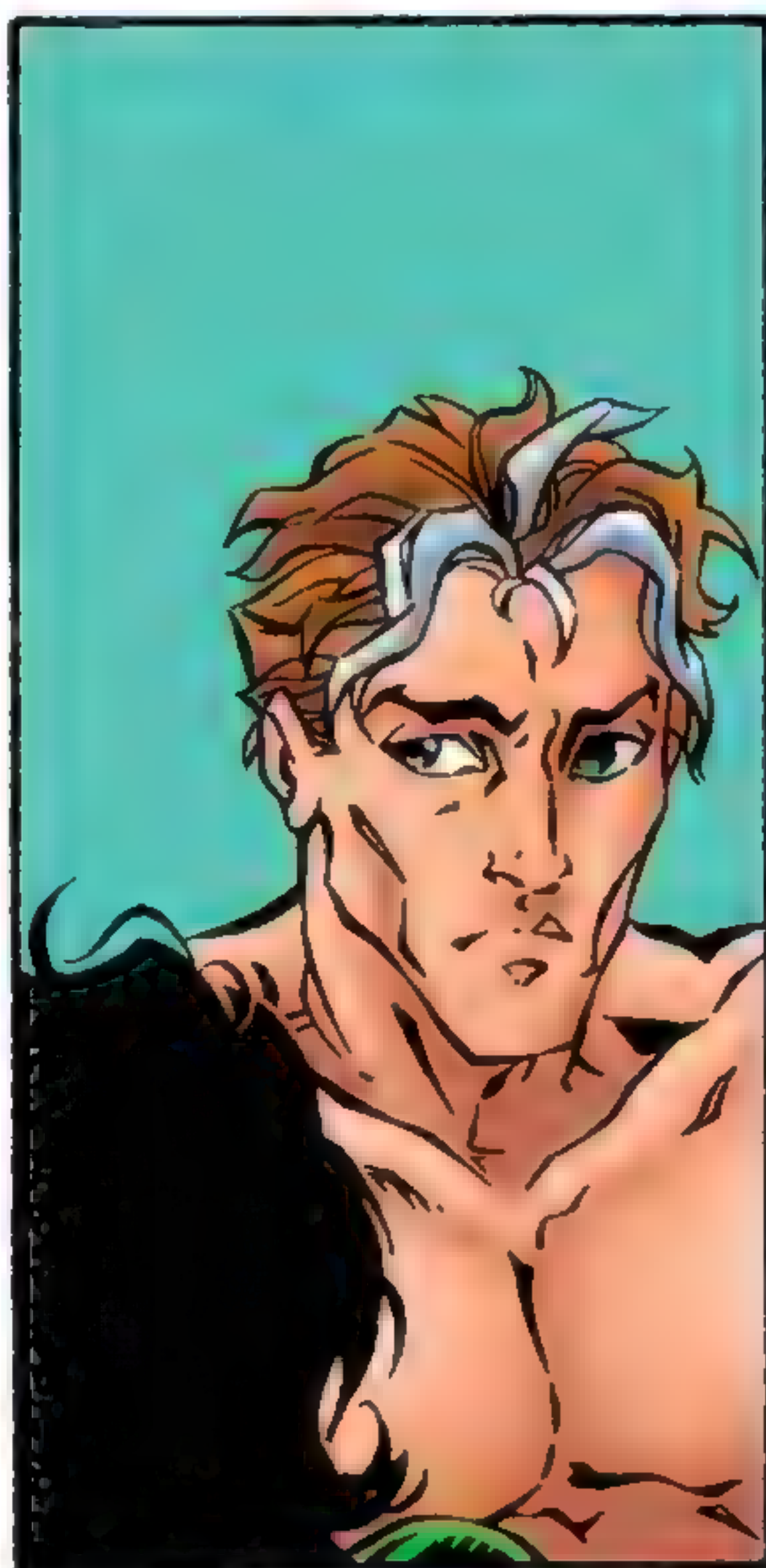


THREN, I...

... I'M GOING TO DIE.

THAT'S WHAT YOU'RE THINKING ABOUT? NATE, WE **ALL** ARE.

NO, I MEAN SOON. MAYBE VERY SOON. MY POWER, IT'S KILLING ME...



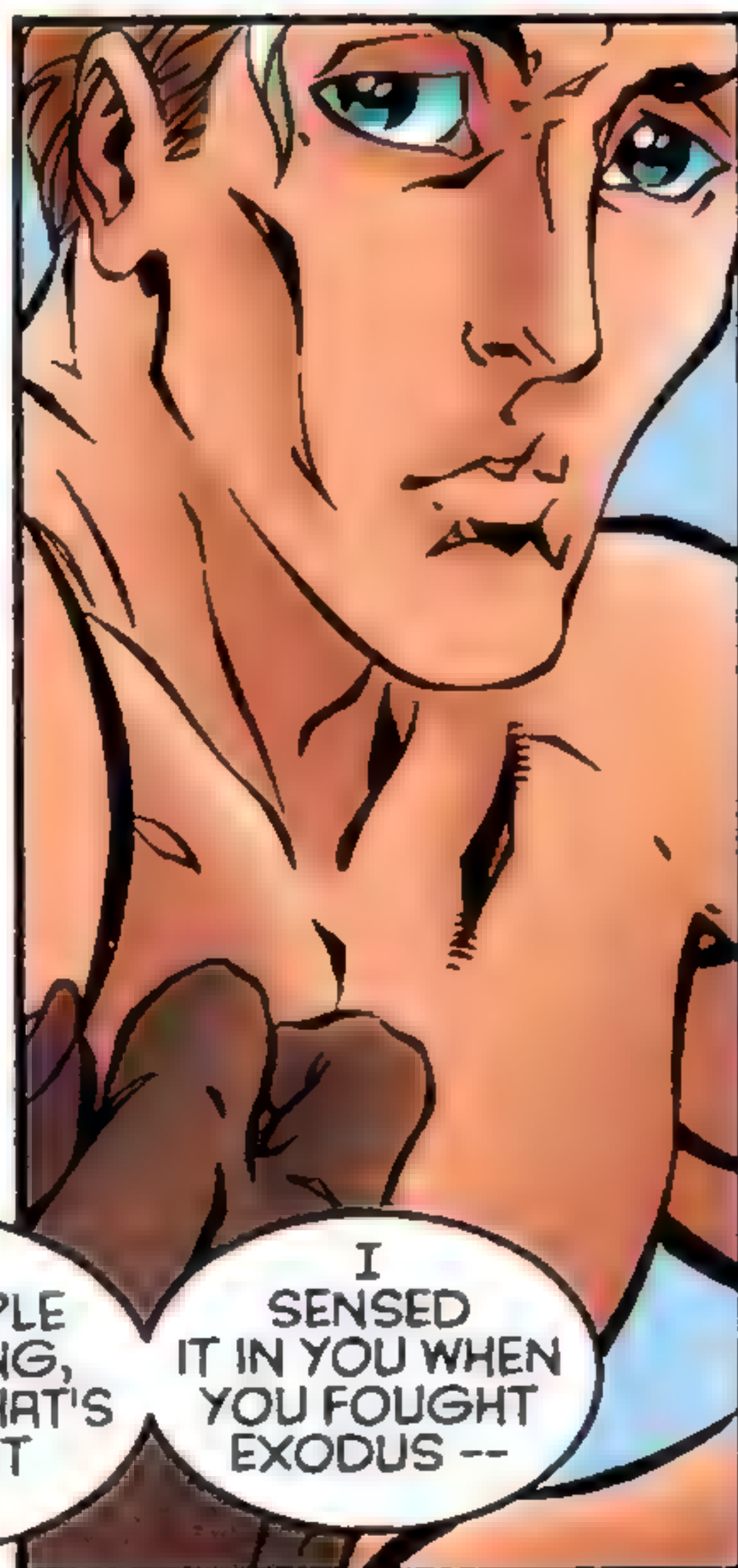
NOT IF YOU'RE CAREFUL. NOT IF YOU KEEP IT IN CHECK.

WHAT D'YOU MEAN? YOU DON'T SEEM SURPRISED TO FIND OUT?

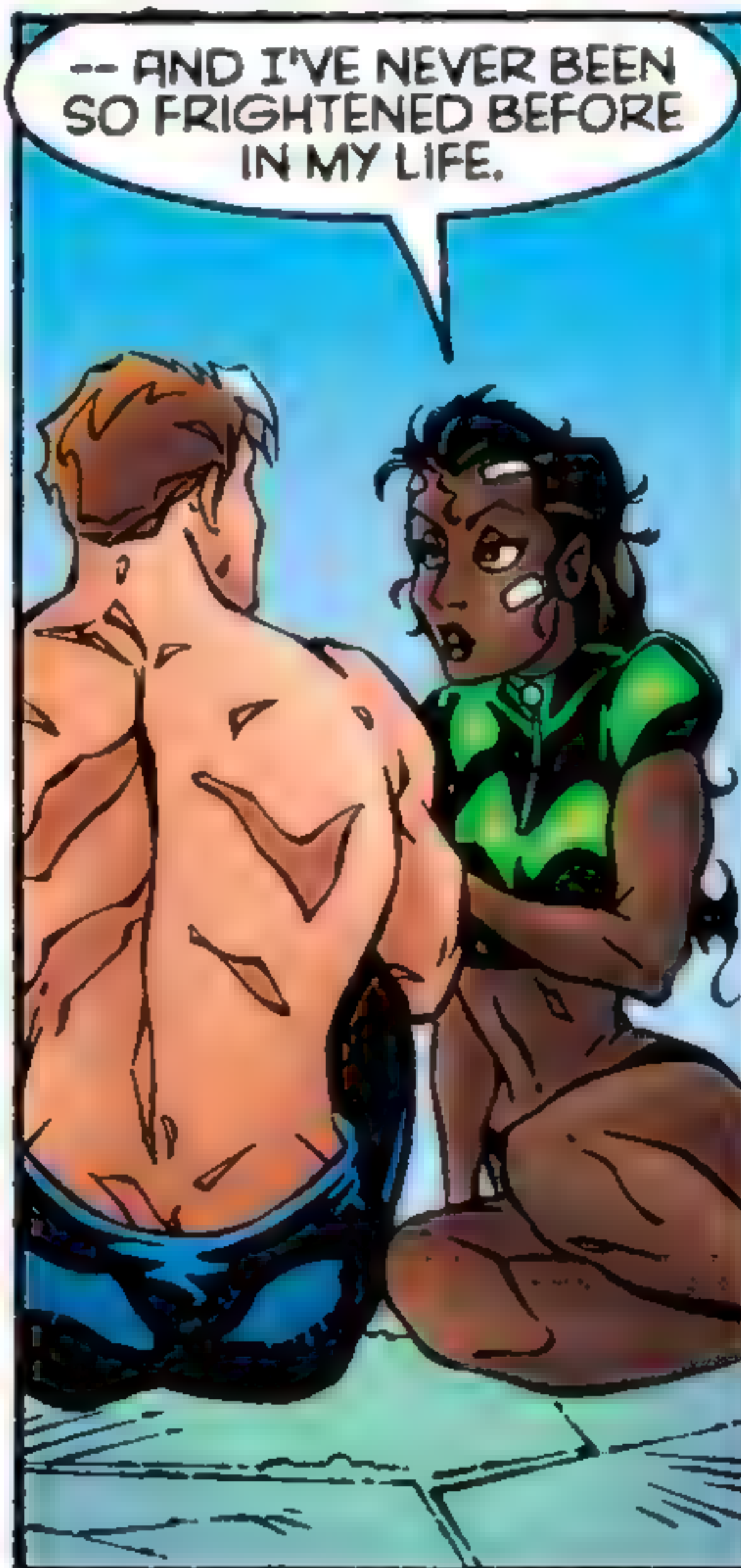


I'M NOT.

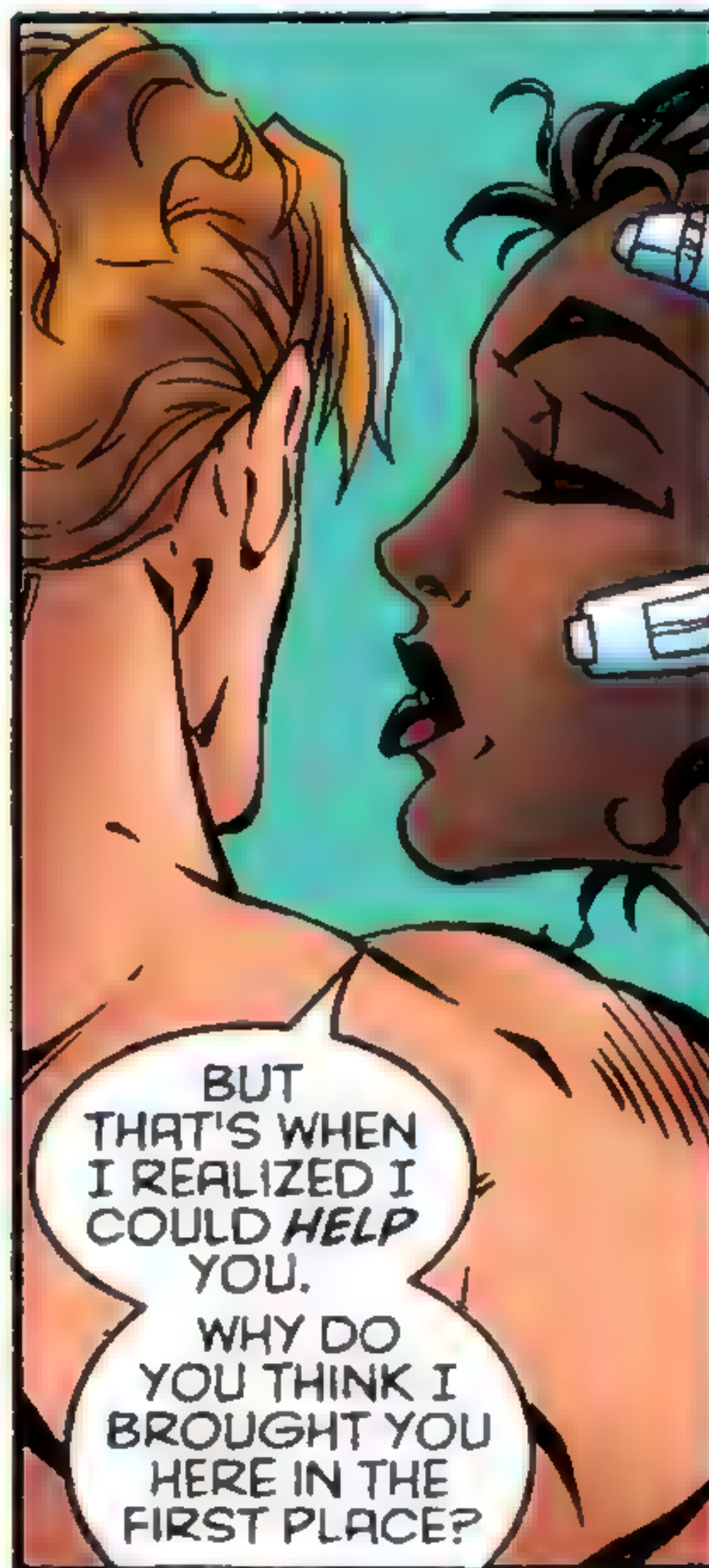
I CAN SENSE PEOPLE WHO'RE DYING, REMEMBER? THAT'S MY MUTANT POWER.



I SENSED IT IN YOU WHEN YOU FOUGHT EXODUS --



-- AND I'VE NEVER BEEN SO FRIGHTENED BEFORE IN MY LIFE.



BUT THAT'S WHEN I REALIZED I COULD **HELP** YOU.

WHY DO YOU THINK I BROUGHT YOU HERE IN THE FIRST PLACE?



SO YOU COULD RELAX... LET YOUR GUARD DOWN AND FIGURE THINGS OUT FOR YOURSELF.

YOU'VE GOT PLENTY OF POWER -- THERE'S NO QUESTION ABOUT THAT -- BUT IF YOU WANT TO LIVE...

... YOU'LL HAVE TO USE IT **WISELY**. OTHERWISE, YOU'LL JUST BURN OUT THAT MUCH QUICKER.

CABLE'S GOT THE SAME POWER YOU DO, AND LOOK HOW **OLD** HE IS!



LISTEN TO WHAT I'M SAYING, NATE.

FOR YOUR OWN SAKE.



I'M GOING BACK IN THE WATER. WANT TO COME ALONG?

IN A MINUTE.



MAYBE SHE'S RIGHT.

AND MY DREAM ABOUT FORGE, IS **THIS** WHAT HE WAS TRYING TO TELL ME?



AM I LETTING MY **IMPULSIVENESS** GET THE BEST OF ME?

ALL RIGHT, THRENODY, YOU'VE CONVINCED ME. FROM NOW ON I'LL **THINK** BEFORE I ACT.



AND IN DOING SO, I MAY VERY WELL BE SAVING MY LIFE...

"EXCEPT, WHY DO
I HAVE THE FEELING
THAT IT'S GONNA
BE EASIER SAID
THAN DONE?"

FASCINATING!

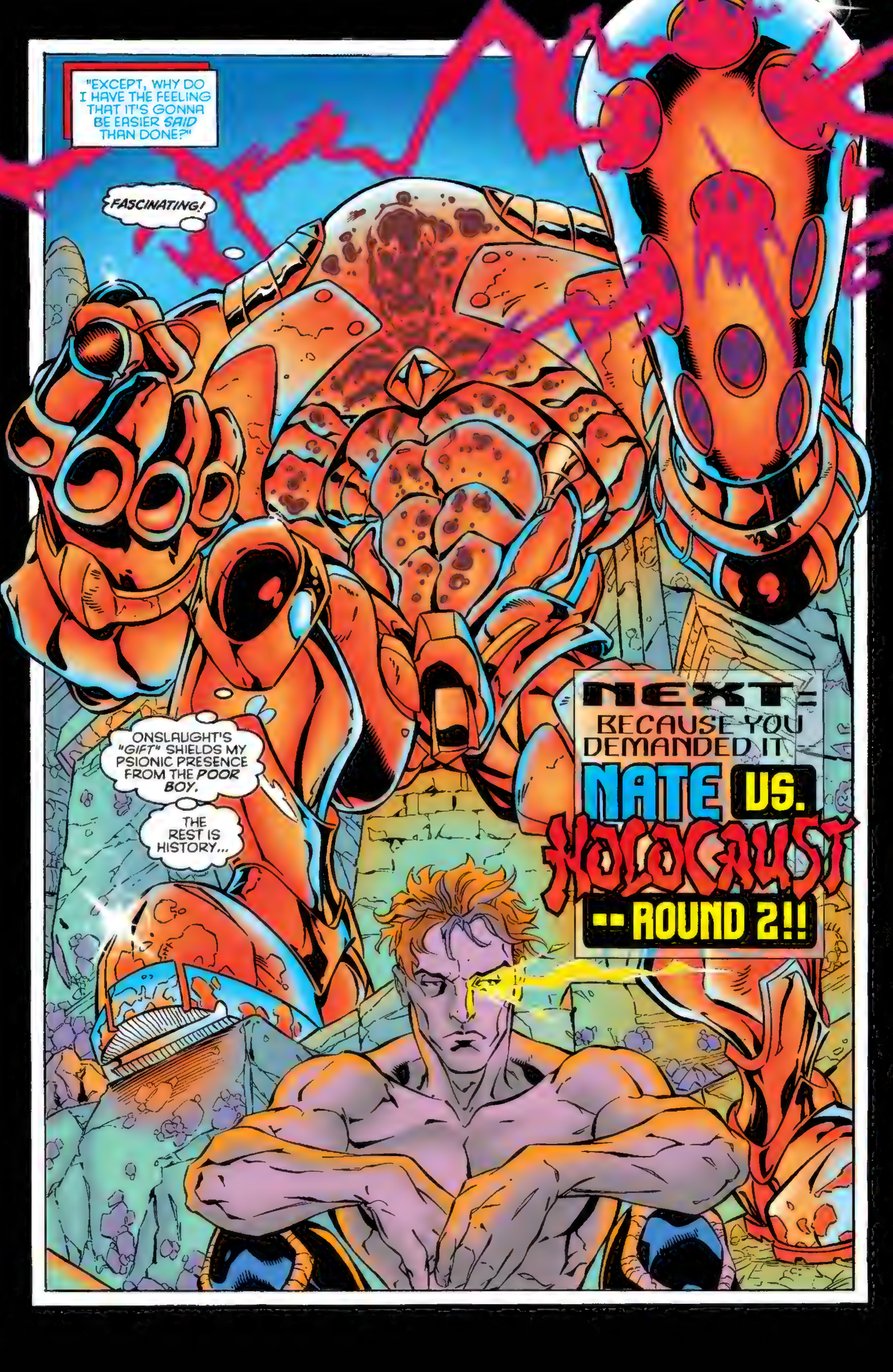
ONSLAUGHT'S
"GIFT" SHIELDS MY
PSIONIC PRESENCE
FROM THE POOR
BOY.

THE
REST IS
HISTORY...

NEXT
BECAUSE YOU
DEMANDED IT

NATE US.

HOLocaust
-- ROUND 2!!



MARVEL[®]
COMICS



X-MEN[®]

JUN. '96 16

APPROVED
BY THE
COMICS
CODE
AUTHORITY

TM

DEATH
KNELL!



YESTERDAY RETURNS
WITH A VENGEANCE.

HE REMEMBERS A WORLD WHERE
THE MAD GENETICIST KNOWN
AS SINISTER NURTURED ONE
PARTICULARLY POWERFUL FAMILY
TREE --

-- SEEDING THE STRONG
AT THE EXPENSE OF THE
WEAK --

-- FORGING A
MUTANT WEAPON
OF UNPARALLELED
POTENTIAL NAMED
NATE GREY.

A PLANET OF ETERNAL
APOCALYPSE, WHERE
HUMANITY PROPER HAD
MARCHED STRAIGHT
INTO A DEAD END.

WHERE EVOLUTION
BELONGED TO
HOMO SUPERIOR...
TO MUTANTS.

THE MYSTERIOUS M'KRAAN CRYSTAL
AT THE HEART OF THIS TWISTED
REALM, HOWEVER, PROVED NOTHING
MORE OR LESS THAN A NEXUS OF
INFINITE POSSIBILITIES.

AND A SOLITARY SHARD
OF THE CRYSTAL -- A
SINGLE SLIVER OF TIME
OUT OF PLACE --

-- BURIED IN
THE BREAST
OF HOLOCAUST,
THE LAST LEGACY
OF APOCALYPSE...

... TENDERED THE FINAL
SEARING SOLUTION.

THE END OF AN ERA
THAT WAS NEVER
MEANT TO BE.

THERE ARE MOMENTS, IT'S TRUE,
WHEN HE ALLOWS HIMSELF TO
WONDER IF THAT COLD AND
COLORLESS PLACE -- MORE
SHADOW THAN LIGHT -- WAS
ONLY A NIGHTMARE.

STAN LEE
PRESENTS

SURVIVORS OF THE STAR

TERRY VAL BUD
KAVANAGH SEMEIKS LAROSA
WRITER GUEST PENCILER INKER

RICHARD STARKINGS MIKE GRAPHIC
AND COMICRAFT THOMAS COLORWORKS
LETTERING COLORIST ENHANCEMENT

JAYE GARDNER BOB HARRAS
EDITOR EDITOR IN CHIEF

MORE OFTEN, NATE
SUSPECTS THAT
THIS IS THE DREAM.

FOR THE FIRST
TIME EVER, HE
PRAYS THAT
IT IS.

THE VERY SIGHT OF
THE IMPOSSIBLE BEING
BEFORE HIM EVOKES
THE ALL-TOO-FAMILIAR
SOUND OF SHOUTS AND
SCREAMS SHATTERING
THE LONG NIGHT --

-- THE SICKENING STENCH
OF BURNT AND BROKEN
BODIES ON THE BREEZE, THE
BITTER TASTE OF BLOOD IN
THE AIR --

-- A TOUCH
OF MADNESS.

HOLOCAUST?!

THE
APOCALYPSE-
SPAWN
HERE...

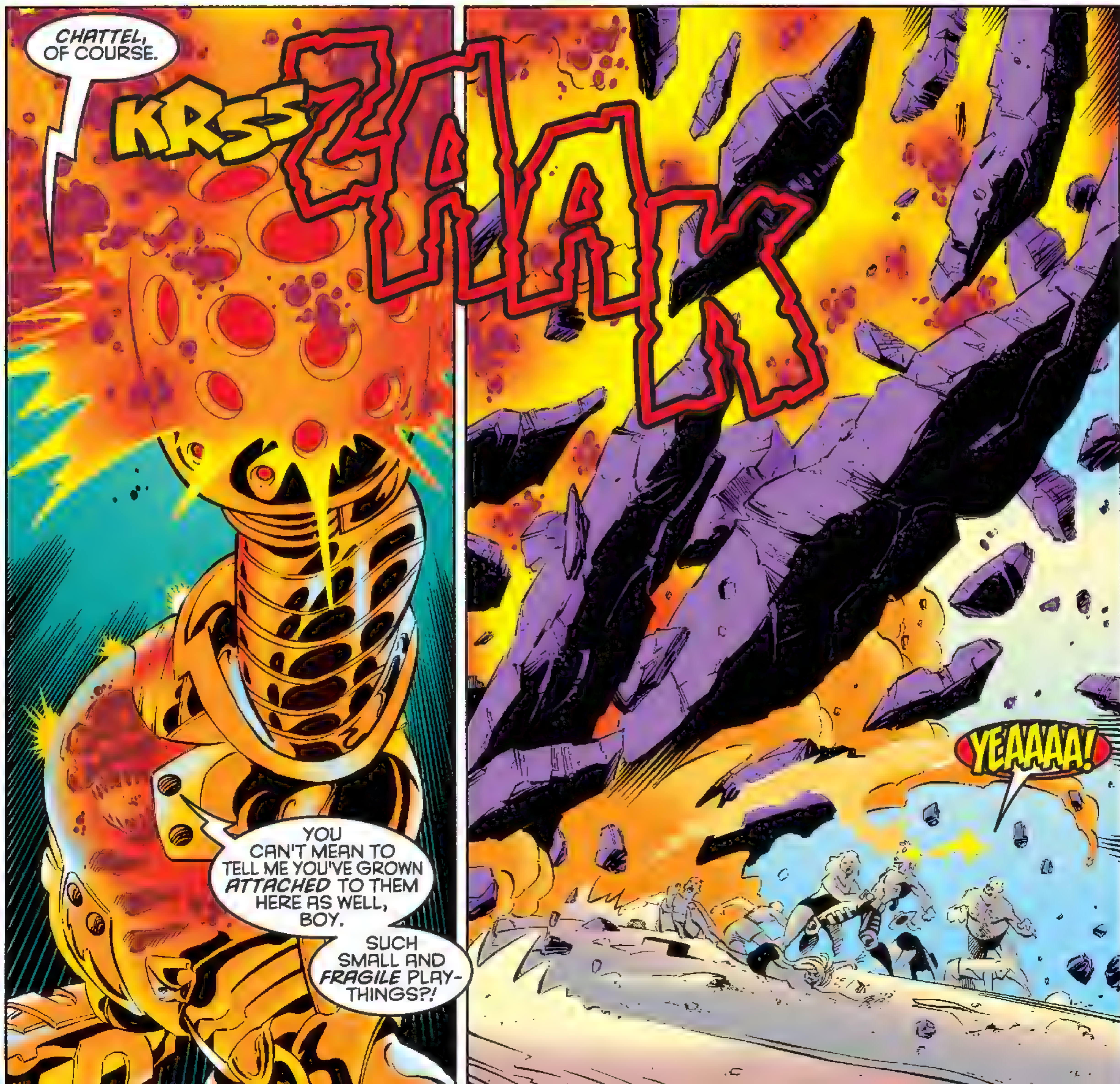
... IN
PARADISE?!

TRACKED
YOU TO
THIS GREEK
ISLE, RACE-
TRAITOR.

YOUR
EXPRESSION
ALONE IS WELL
WORTH ABANDONING
THE ADVANTAGE
OF SURPRISE,
GREY...

... AND
NOW THAT I
HAVE YOUR
ATTENTION --

<HOLY --!>⊗



EA MERE MOMENT
AGO --

-- JUST AROUND THE
CRESCENT CROOK OF
THIS TRADITIONALLY
TRANQUIL COVE --

-- PEACE WAS A GENTLY
DRIFTING CURRENT, A WARM
WAVE OF CALM
CONTENT.

SHE HAD COME TO THIS GREEK
ISLE OF EDEN WITH YOUNG NATE
GREY TO ESCAPE A WORLD THAT
HATES AND HOUNDS THEM BOTH
FOR A MUTUAL ACCIDENT OF
BIRTH.

FOR THIS GIRL CALLED
THRENODY IS ALSO A
MUTANT, LIKE NATE.

A RARER BREED THAN
IT MIGHT SEEM -- QUITE
FEW AND FAR BETWEEN,
IN FACT.

BUT EVEN AMONG
THE UNCOMMON AND
UNUSUAL, SHE IS
UNIQUE...

...AN ENERGY-BATTERY OF
A VERY SPECIFIC SORT.

WHA --

PAIN --
SO
SUDDEN!

PULSING
THROUGH
EVERY VEIN IN
MY BOD --

ARRGH!

EMPATHICALLY CONNECTED TO
THE CRESTING, SWELLING SURF --
THE EBON EBB AND FLOW --

-- OF DEATH'S
DARK SIDE.

IT'S
DONE.

I WILL
DELIVER THE
BOY TO YOU
IN --

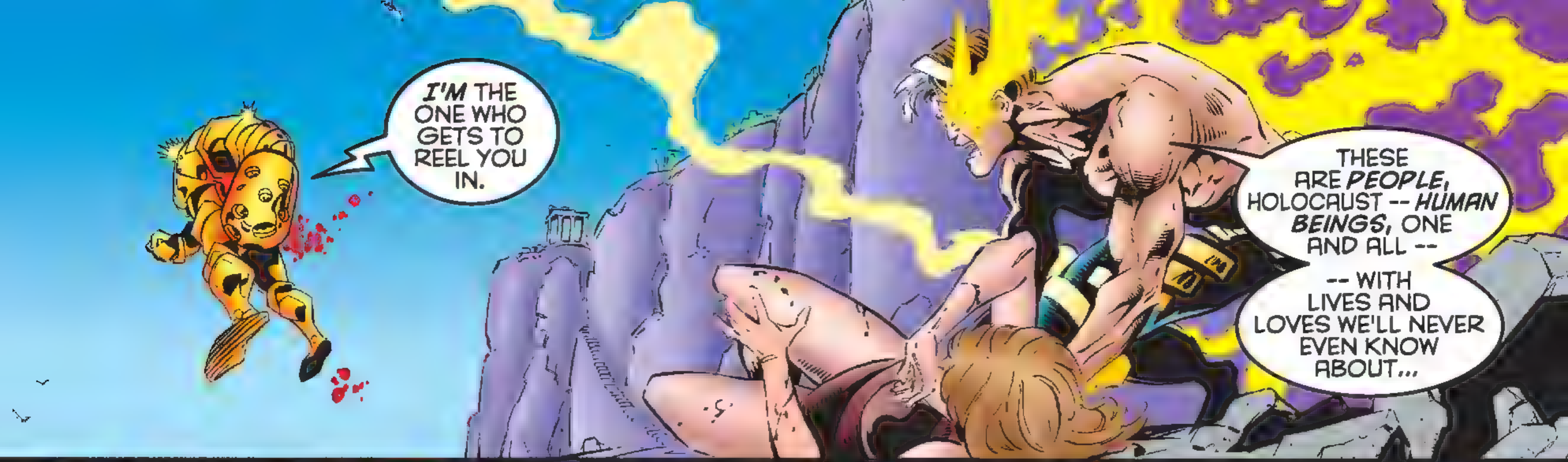
WHO
DARES SHARE
YOUR TELEPATHIC
CALL,
MURDERER?!

WHO
WOULD
ANSWER FOR THE
NEAR-DEATH OF THIS
INNOCENT
WOMAN...

THE ONE
WHO SENT ME,
GREY -- WHO
SHIELDS ME FROM
YOUR SO-CALLED
PSI-SCANS --

-- IS
INTERESTED IN
YOU, AND YOU
ALONE.

BARELY
HAD TIME TO
THROW UP A TK SHIELD
AROUND EVERYONE...
CAN'T TELL IF
THEY'RE ALL
OKAY.



I'M THE
ONE WHO
GETS TO
REEL YOU
IN.

THESE
ARE *PEOPLE*,
HOLOCAUST -- *HUMAN*
BEINGS, ONE
AND ALL --

-- WITH
LIVES AND
LOVES WE'LL NEVER
EVEN KNOW
ABOUT...



... NOT
PAWNS IN
SOME PERVERSE
GAME!

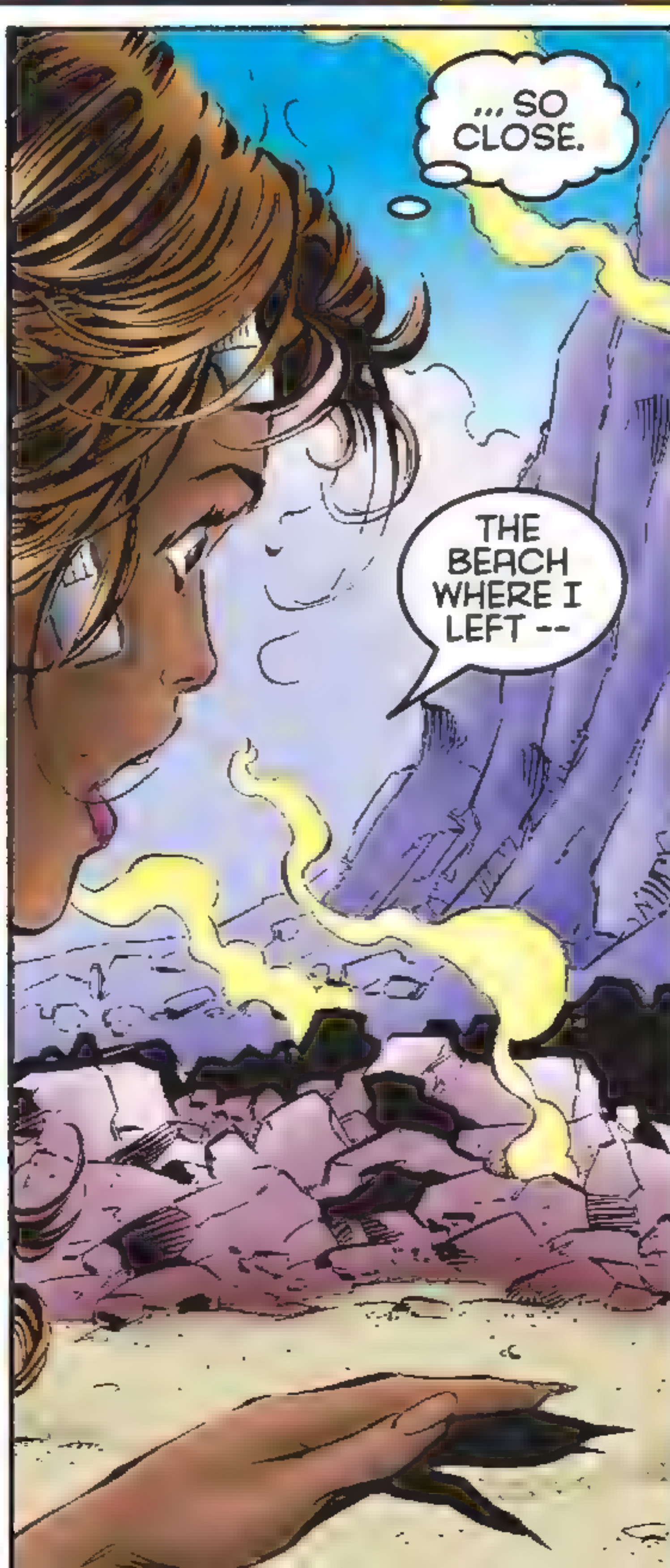
GET AWAY
FROM THEM NOW,
MONSTER --



STILL CAN'T...
CATCH MY
BREATH...

ALMOST
SWEEP AWAY IN
THAT SUDDEN
SURGE OF DEATH-
ENERGY.

SO
FIERCE, SO
FINAL...

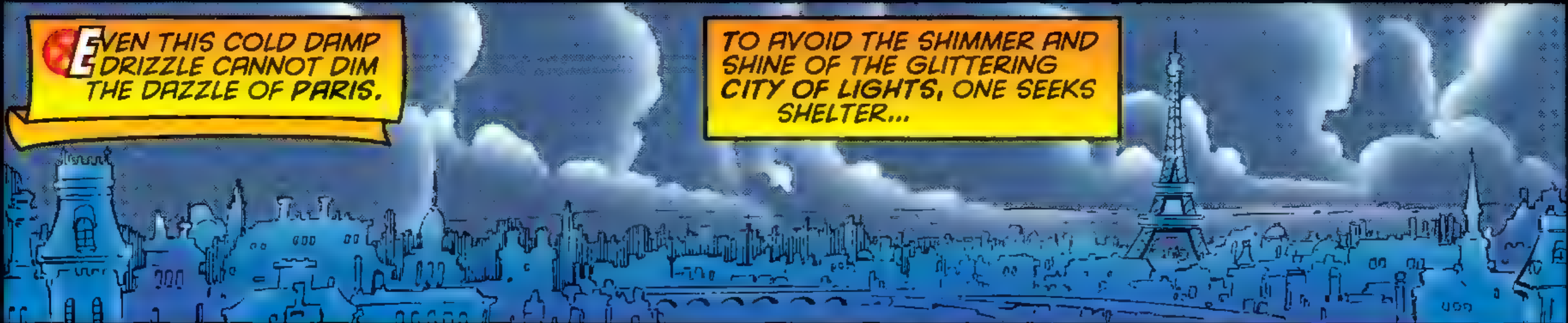


... SO
CLOSE.

THE
BEACH
WHERE I
LEFT --

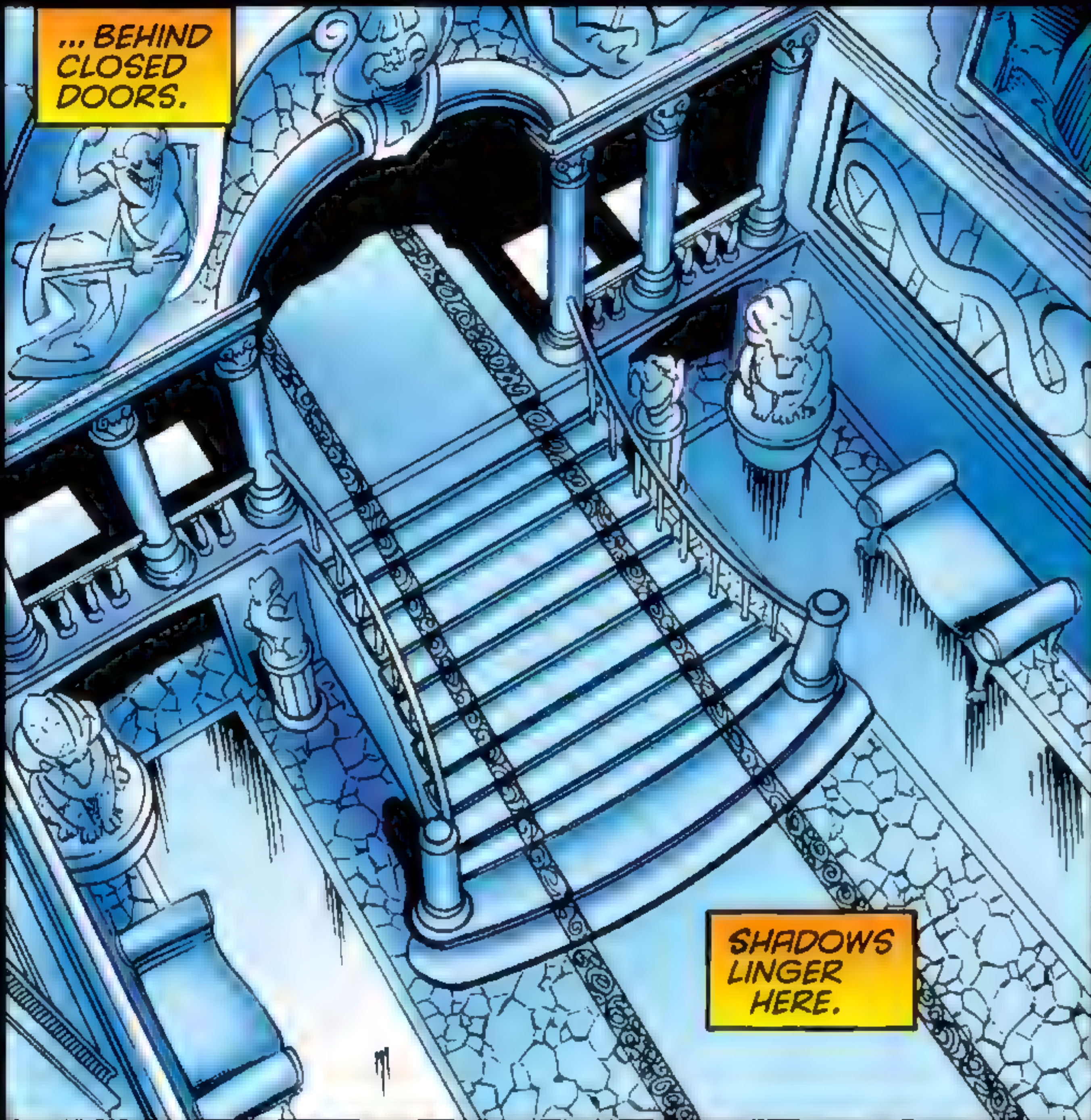


-- NATE?!



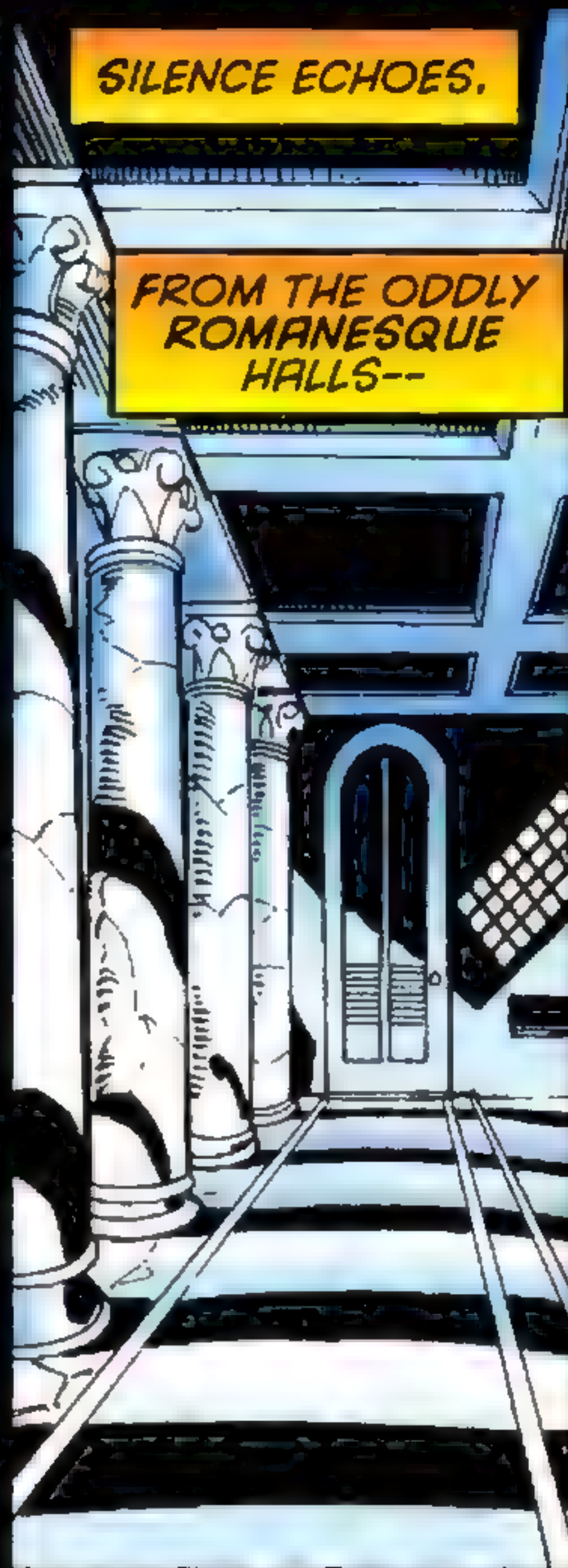
EVEN THIS COLD DAMP
DRIZZLE CANNOT DIM
THE DAZZLE OF PARIS.

TO AVOID THE SHIMMER AND
SHINE OF THE GLITTERING
CITY OF LIGHTS, ONE SEEKS
SHELTER...



... BEHIND
CLOSED
DOORS.

SHADOWS
LINGER
HERE.



SILENCE ECHOES.

FROM THE ODDLY
ROMANESQUE
HALLS--



-- TO THE
SUMPTUOUSLY
APPOINTED GUEST-
CHAMBERS...



... THE HOUSE OF
SELENE STANDS
DARK AND STILL.

THE MUTANT MISTRESS
OF IMMORTALITY HAS
BEEN A LONG TIME
GONE NOW.



AND IN HER ABSENCE,
A SINGLE GARRET
ROOM --

-- HIDDEN AMONG THE
GOTHIC SPIRES AND
TOWERING TURRETS --



-- LONG BOARDED
AND BLACKENED
AGAINST THE
GLEAMING GLARE
OF THE SUN...

... RECEIVES
UNINVITED
VISITORS.

PASS ME
THE LAMP,
EL...

... WE'RE
IN.

MADELYNE PRYOR
KNOWS THIS MANSE
BETTER THAN SHE
KNOWS HERSELF.

LITERALLY.

HER PAST IS A PUZZLE,
SHROUDED IN QUESTIONS
AND CONFUSION ABOUT HER
VERY EXISTENCE BEFORE
MEETING NATE GREY.

WHILE IN THE WEEKS SHE
HAS LIVED HERE, MADELYNE HAS
EXPLORED EVERY INCH OF HER
HORIZONS ACCOMPANIED BY A
SERVANT NAMED ELLA...

... PLEASANTLY SURPRISED
TO DISCOVER VERY FEW
BOUNDARIES SHE COULD
NOT CROSS.

BUT THIS LOCKED
DOOR WAS A NEW
MYSTERY...

... FAIRLY
DEMANDING
TO BE SOLVED.

OH MY
LORD...

PLEASE,
MADAME,
S'IL VOUS
PLAIT...

... WE
MUST NOT
BE HERE.

I
SHOULD NEVER
HAVE SHARED THE
SECRET OF M'LADY'S
CONCEALED
STAIRCASE.

YOU MUST
LEAVE WITH ME
BEFORE IT IS TOO
LATE -- WE MUST
STAY TOGETHER
NOW --

FWWW

-- SHE IS
COMING.

NONSENSE.

WIND'S
JUST PICKING
UP THROUGH THE
CRACKS IN ALL
THIS ROTTEN
WOOD.

THE
STORM'S
ABOUT TO
BREAK --

-- WIDE
OPEN.

**PARTY'S
OVER,
GIRLS.**

SELENE HAS
RETURNED.

AND I
SEE I HAVE
ARRIVED JUST IN
TIME TO WITNESS
YOUR DISCOVERY
OF MY LITTLE
HIDDEN LAIR,
MADELYNE...

... YOUR
REACTION
PROVES YOUR
READINESS.

I AM
AT THE HEIGHT
OF MY POWER
NOW...

... BRIMMING
WITH THE COLLECTIVE
LIFE-ESSENCE OF AN
ENTIRE CLAN OF MUTANT
EXTERNALS. ☼

BUT A
DARK *TEMPEST*
GROWS ON THE
HORIZON, PROMISING
TURMOIL AND TUMULT
UNMATCHED IN *ALL*
MY CENTURIES ON
THIS PLANE...

... AND
MY *HEIR-APPARENT*
MUST MARK HER PATH
THROUGH THESE DARK
TIMES AHEAD, IF
WE ARE TO
SURVIVE.

GREECE.

LISTEN
TO ME,
BOY.

OUR
MISTAKE ON THE
OLD WORLD WAS
WORKING *AGAINST*
EACH OTHER,
WASTING YOUR
ENERGIES AND
MINE.

POWERS LIKE
OURS -- *COMBINED* --
CAN BE USED TO WASH
AWAY ALL THE TROUBLES
AND STRIFE THAT PLAGUE
THESE PATHETIC
FLATSCANS OF
YOURS.

NEVER,
HOLOCAUST!

I WILL
NEVER ALLOW
YOU OR YOUR
DEMON-SIRE TO
PURGE LIFE
ON THIS
PLANET...

WOK

... IN MORE
RIVERS OF
HUMAN
BLOOD!

QUITE A
CONFIDENT
YOUNG MAN
YOU HAVE
BECOME.

I WILL
SHARE
THIS WITH YOU,
THOUGH...

... I
NO LONGER
SERVE THE
APOCALYPSE
YOU KNEW...

... A NEW
ALLIANCE
HAS BEEN
FORGED.



HE
TOLD ME YOU
ARE DYING,
NATE GREY.



CONSUMED
BY THE FIRES
WITHIN.

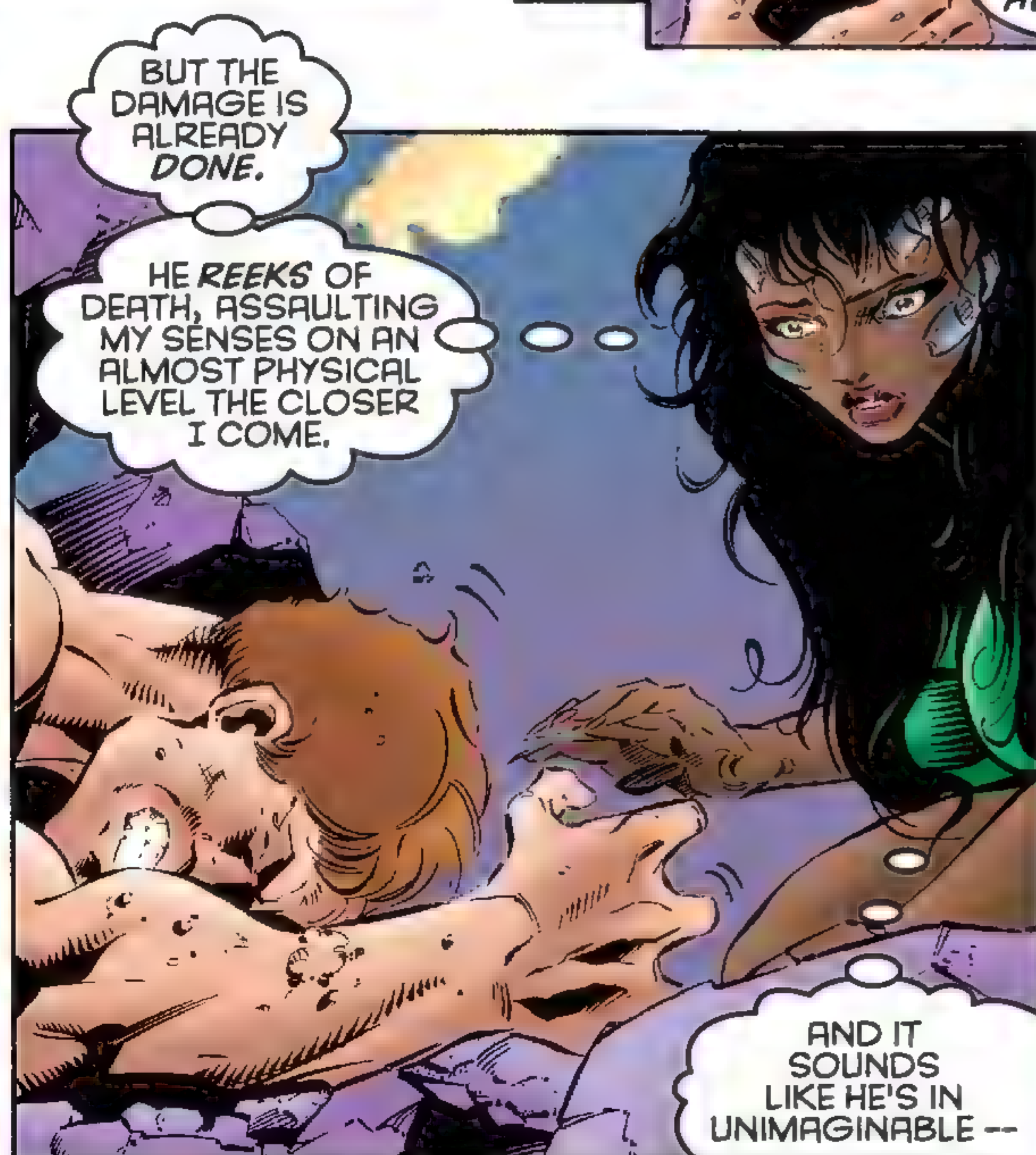
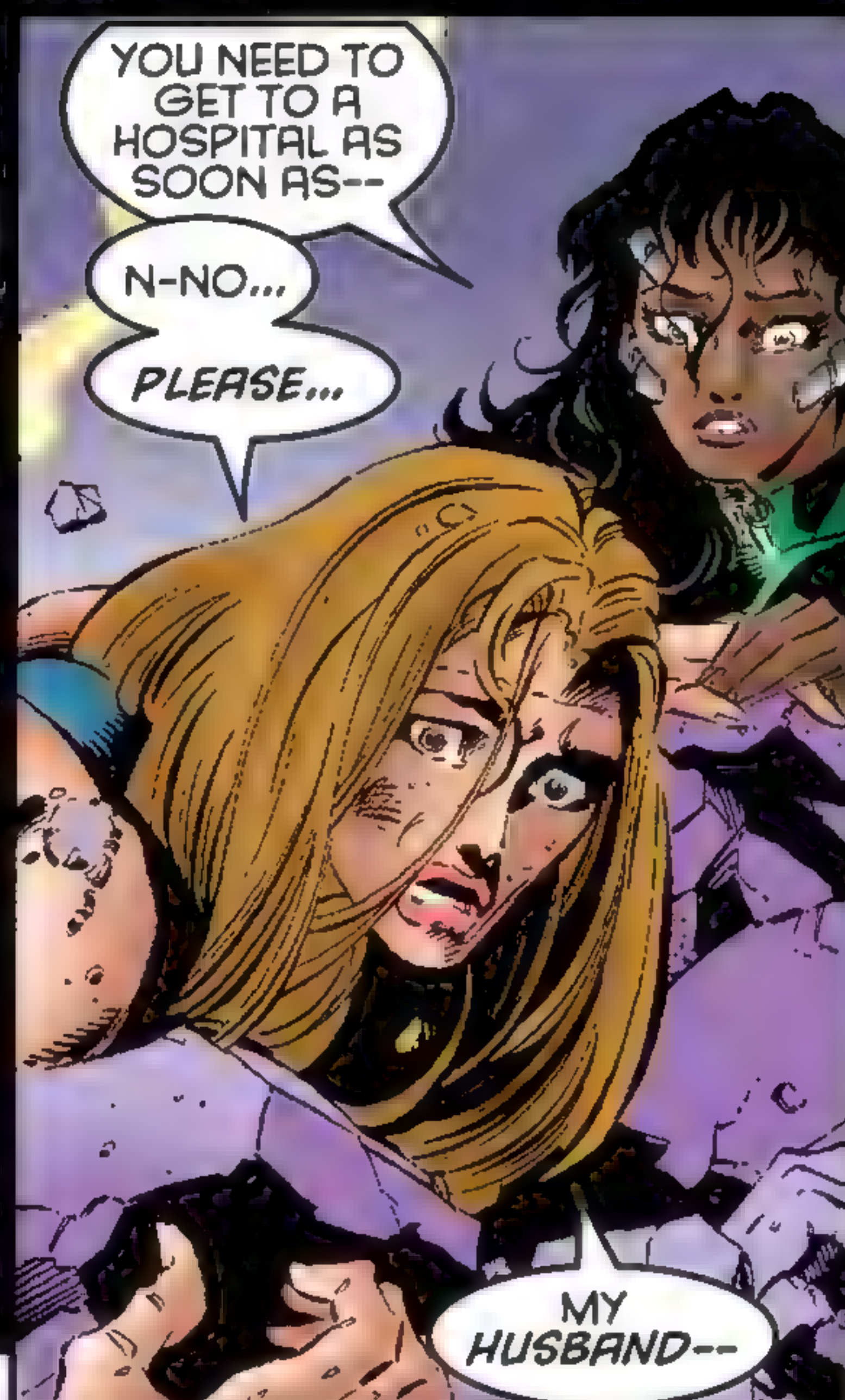
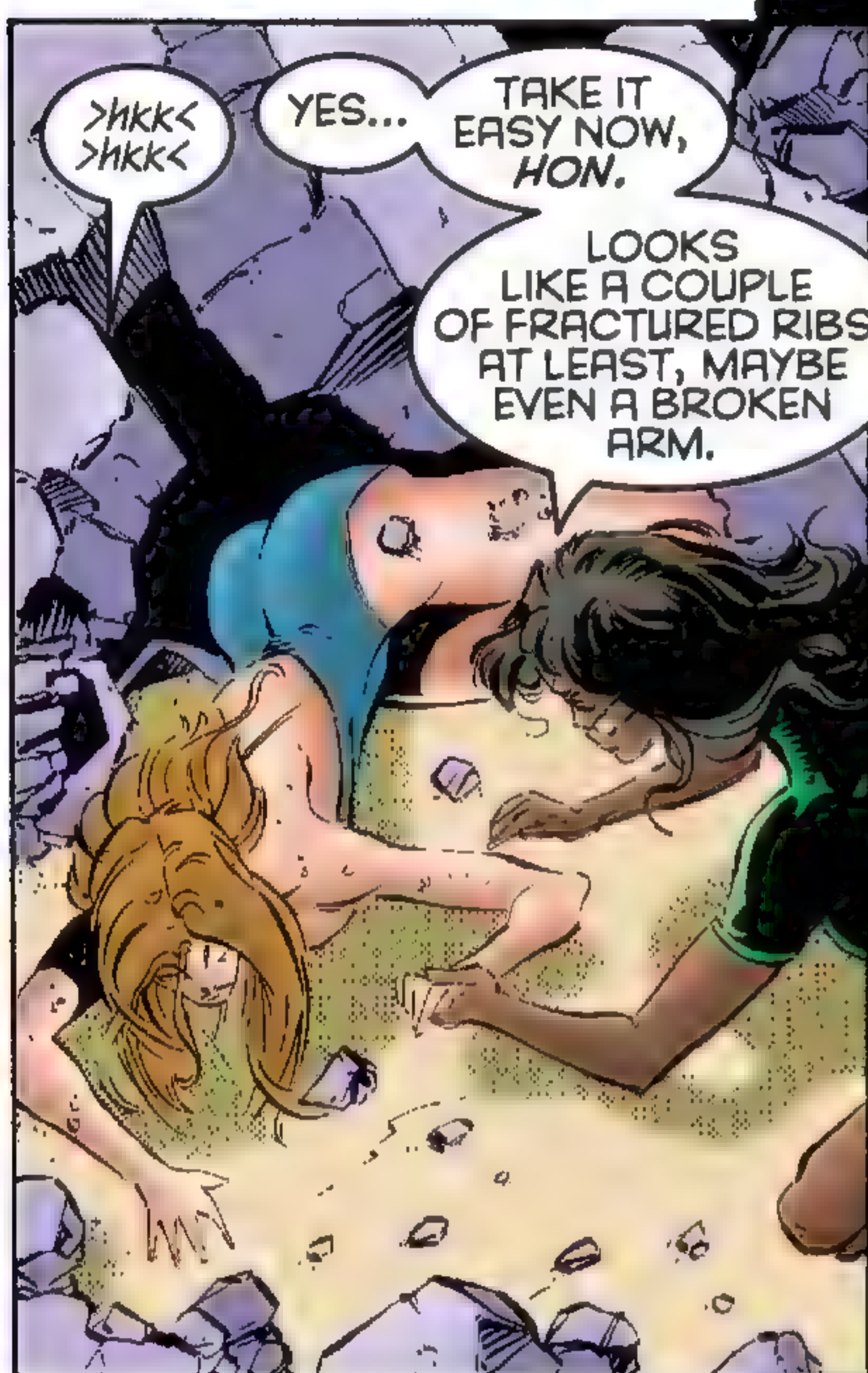
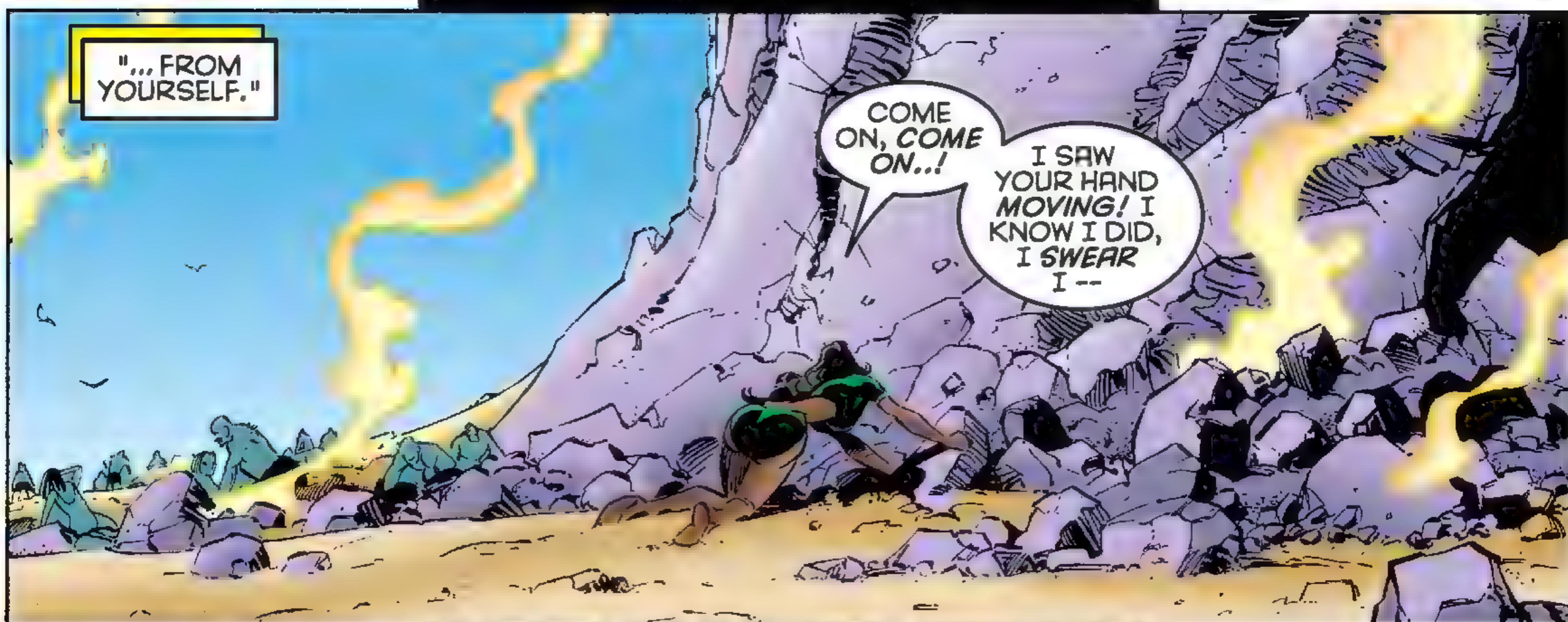


THE MAN
BEHIND THE MASK
OF *ONSLAUGHT*
WOULD *SAVE* YOU,
CHILD...

NEED A TK
SHIELD --

-- CUSHION
MY FALL.

BOOM



PARIS...

BIT
OF A *SHOCK*
AT FIRST, I
ADMIT...

BUT I
COULD HARDLY
CALL THEM PRISONERS,
ELLA, BEHIND A
DOOR UNLOCKED
FROM WITHIN.

SIMPLY
GUESTS THAT
OVERSTAYED THEIR
WELCOME, JUST
AS SELENE
SAID.

DROWNED
IN FINE WINE,
SHROUDED IN THE
SOFTEST SATIN
AND SILK...

... EACH
AND EVERY
FACE
ENRAPT.

VICTIMS
OF THEIR OWN
DESIRE, FROM ALL
APPEARANCES.

YES,
MADAME...

... AS WITH SO
MUCH ELSE IN THE
SHADOW OF MISTRESS
SELENE, HOWEVER,
APPEARANCES
CAN SO OFTEN
BE --

CAPTIVATING.

HOPE
I DIDN'T
INTERRUPT
ANYTHING, MY
PETS...

... BUT I WAS *EAGER*
TO SEE IF I'D
MADE THE RIGHT
SELECTION.

NOT
EXACTLY TYPICAL
OF THIS YEAR'S
SEVENTH AVENUE
STYLE STATEMENT,
I'M SURE YOU
REALIZE...

... BUT
ALL THE
RAGE IN MY
CIRCLES.

AND
IT *SUITS* YOU,
MADELYNE.

FITS LIKE A
GLOVE, IN
FACT.

ALL
OVER.

WHICH
MAKES ME MORE
THAN A LITTLE
CURIOUS ABOUT THIS
"OLD CHUM" YOU'RE
SO ANXIOUS FOR ME
TO CONNECT WITH.

BUT ONCE I REACH
LONDON, HOW DO I
FIND THIS *ROB ROY*
OF YOURS..?

NO
FEAR THERE,
CHILD.

HE
WILL MOST
CERTAINLY
FIND YOU...

GREECE.

YOU'RE
WEAKER, GREY,
WHETHER YOU
KNOW IT OR
NOT...

... HARDLY
HALF THE
MUTANT I
FACED BACK
HOME.

GUESS
AGAIN,
CHUMP.

THRENODY
HAD JUST
GOTTEN
THROUGH
TO ME --

-- FINALLY
CONVINCED ME
OF THE WISDOM
OF MY OLD FRIEND
FORGE'S
WARNINGS --

-- THE NEED
TO CONTROL MY
PSI POWER
BEFORE IT KILLS
ME.

SO I HELD
BACK.

AT
FIRST.





IMPRESSIVE.

BUT
ULTIMATELY
INEFFECTIVE.

WITH
NO **COSMIC
CRYSTAL** TO
PROTECT YOU
THIS TIME --

-- NO
BLOOD-RED
SPLINTER TO
CONTAIN MY
OWN BLAZING
FLAME--

POK

Uhhf...

--YOU
ARE AS GOOD
AS OURS!

FORGOT
HOW INCREDIBLY
QUICK THAT
DEVIL CAN
BE...

"...HOW RUTHLESS."

MY HUSBAND...
WILL LIVE!

SU
MIN
TO

MY HUSBAND...?
WILL HE LIVE?

IF HE GETS HELP IN TIME.
BUT NOTHING LIKE THAT HAS EVER HAPPENED TO ME BEFORE.

I'VE FELT THE SUFFERING OF OTHERS IN MY MIND, BUT NEVER PHYSICALLY TOUCHED THE PAIN OF ONE.

BUT NOTHING
LIKE THAT HAS
EVER HAPPENED TO
ME BEFORE.

NEVER BEEN IN DIRECT CONTACT WITH A WANING LIFE-FORCE BEFORE, ACTUALLY MEETING SKIN-TO-SKIN LIKE THAT...

... SHARING HIS AGONY AS MY OWN.

AND I'M BEGINNING TO HUNGER FOR MORE!

A large comic book panel depicting a massive explosion of armor pieces. The armor, featuring yellow and black stripes, is shattering into many fragments that are flying through the air. The background is a vibrant, swirling mix of pink and red energy. In the upper left corner, a small inset shows a character's head. A speech bubble in the bottom right corner contains the text "JUST YOU AND ME...".



... SOON
AS I CLEAR
THE RABBLE
FROM THE
RUBBLE!

NO--!



NO
MORE VICTIMS,
HOLOCAUST, NO
MORE INNOCENT
LIVES TORN APART
BY YOU AND
YOURS...

... THEIR
SALVATION
WILL BE

MINE!

NATE..?!

I THINK
THAT KID MAKES
ENEMIES EVEN
FASTER THAN
I DO.



I'VE PRACTICALLY
MONITORED THE WORLD
FOR SINISTER -- YET, I
DON'T RECOGNIZE THAT
FLYING FURNACE. HOW
COULD I NOT KNOW
WHO HE IS?

DON'T
UNDERSTAND
WHAT'S
GOING ON
HERE...



"... BUT I AM CERTAIN THAT NATEY
CAN'T MAINTAIN A TELEKINETIC
BUFFER OF THAT SIZE AND
STRENGTH FOREVER.

Whnn...

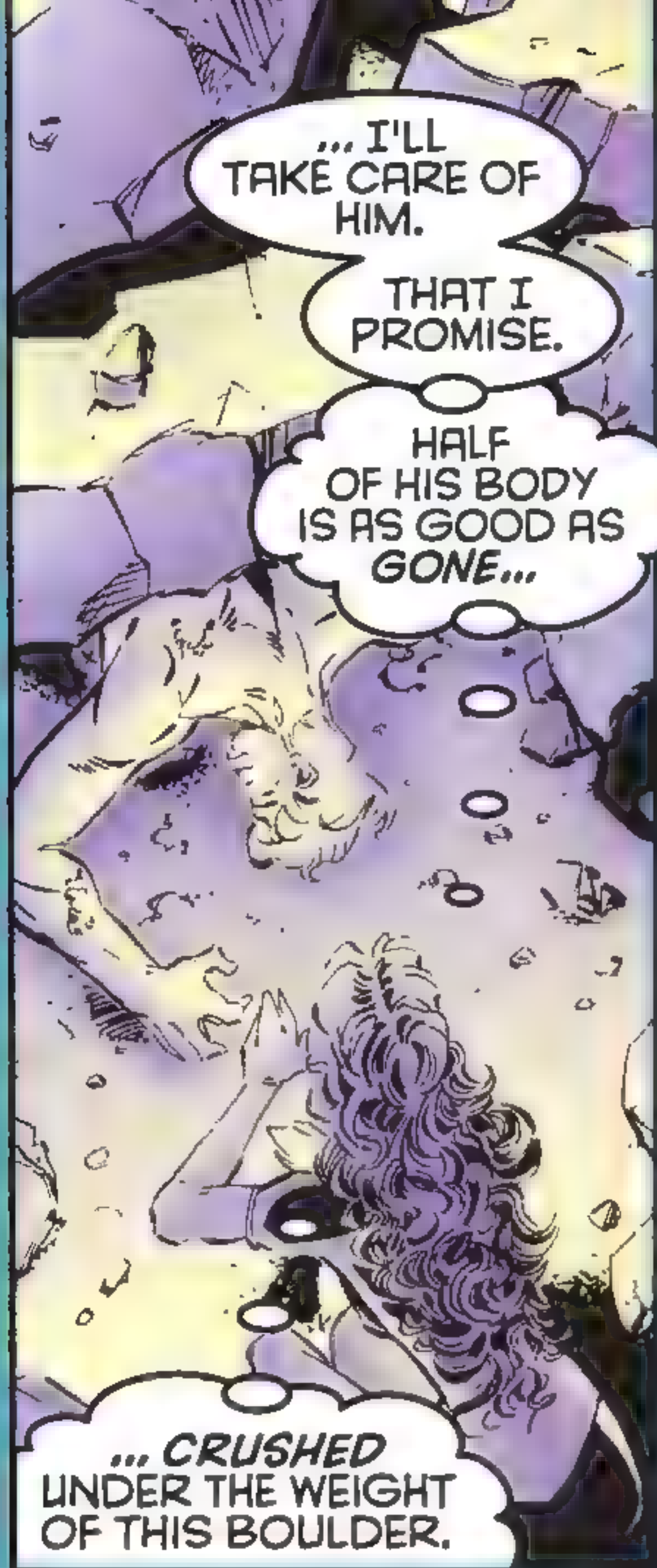
"AND I'M EQUALLY SURE THAT
HE'LL IGNORE THE DANGER
TO HIMSELF -- THE RISK OF
BURNING OUT AGAIN --



-- AS LONG
AS THERE'S A
SINGLE OTHER
SURVIVOR STILL
ENDANGERED
HERE.

YOUR
HUSBAND
CAN'T BE
MOVED.

HELP
THE OTHERS
TO SAFETY...



... I'LL
TAKE CARE OF
HIM.

THAT I
PROMISE.

HALF
OF HIS BODY
IS AS GOOD AS
GONE...

... CRUSHED
UNDER THE WEIGHT
OF THIS BOULDER.



HE'S
SUFFOCATING
BEFORE MY VERY
EYES... AND
YET...

... STILL SO
DESPERATE
TO HOLD
ON.

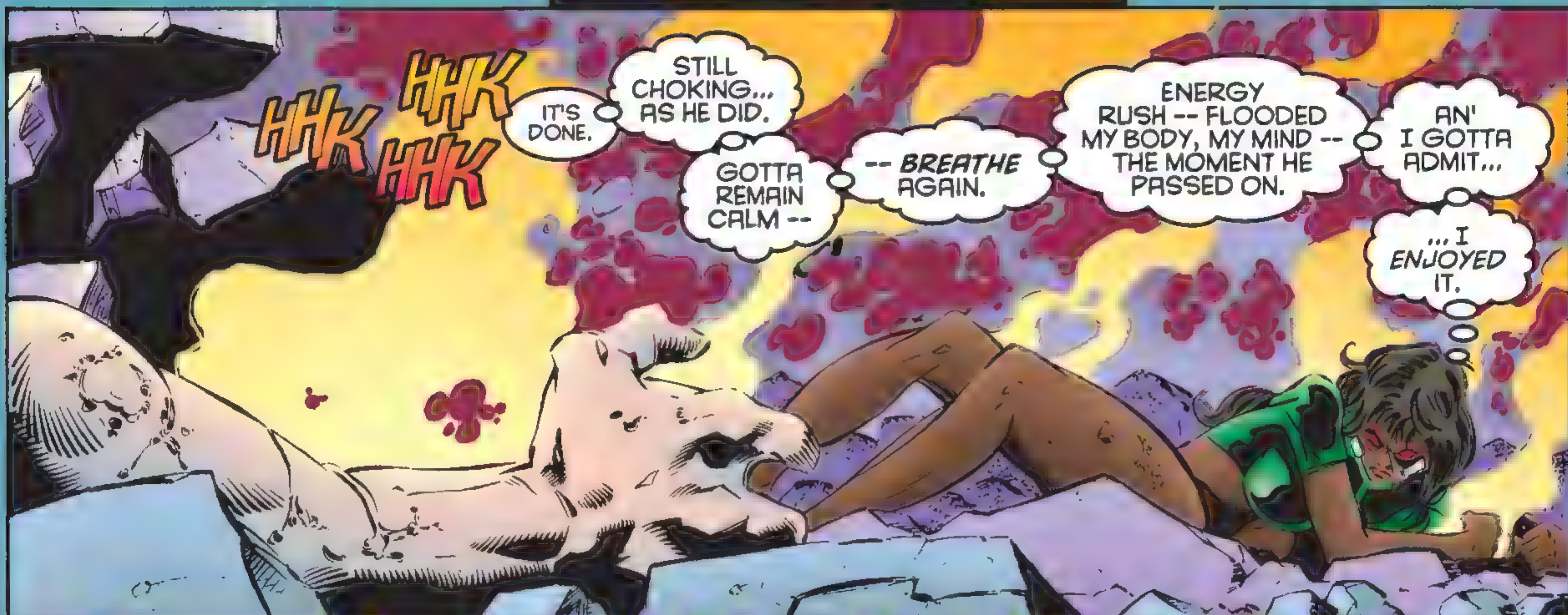
HARDLY
TAKE MORE
THAN A
PUSH --

-- A
NUDGE,
REALLY --

-- OVER
THE EDGE...



YEEAARR



HHK HHK
HHK HHK

IT'S
DONE.

STILL
CHOKING...
AS HE DID.

GOTTA
REMAIN
CALM --

-- BREATHE
AGAIN.

ENERGY
RUSH -- FLOODED
MY BODY, MY MIND --
THE MOMENT HE
PASSED ON.

AN'
I GOTTA
ADMIT...

... I
ENJOYED
IT.



INTERESTING.

A
PROACTIVE
EMPATH OF
SOME SORT, I
GATHER...



... SOMEWHAT WORSE FOR THE WEAR, UNFORTUNATELY.

NOTHING MORE THAN A PASSING INTEREST, I'M SURE, TO THE ONE WHO WOULD WIN THIS *HUMAN RACE*.



WHO, HOLOCAUST..?

WHO SENT YOU AFTER ME -- TOLD YOU WHERE TO FIND ME --

-- WHO IS THIS *ONSLAUGHT* YOU NOW SERVE?

WHO ON THIS WORLD NEEDS ME SO?



MIGHT BE ONE ANSWER TO ALL THOSE QUESTIONS, GREY.

ONLY ONE SURE WAY TO FIND OUT.

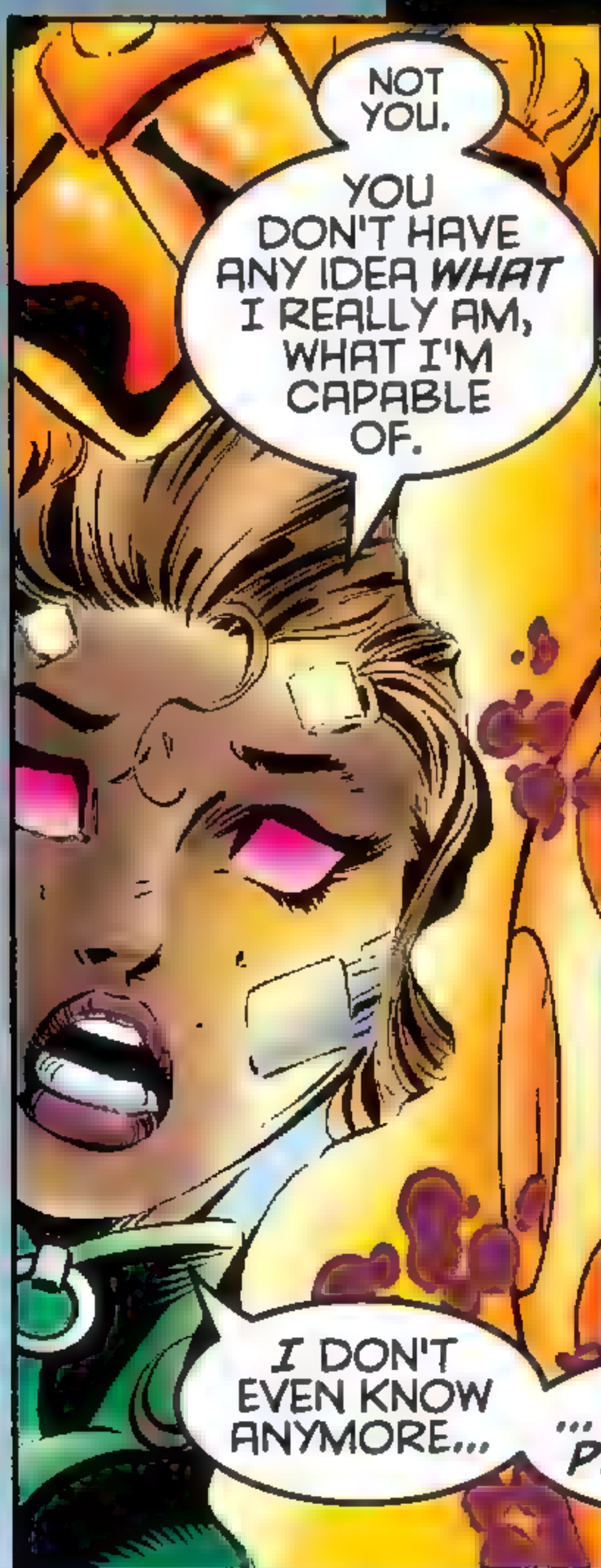
AND IF YOU WON'T COME WITH ME VOLUNTARILY... THEN SOME *PERSUASION* IS NECESSARY.

DON'T GIVE IN TO HIM, NATE, PLEASE...

... NOT FOR ME.

I'VE BEEN HALFWAY THROUGH *DEATH'S DOOR* MOST OF MY LIFE, I'M NOT SCARED OF DYING...

... BUT I WON'T CARRY YOU ON MY CONSCIENCE.



NOT YOU.

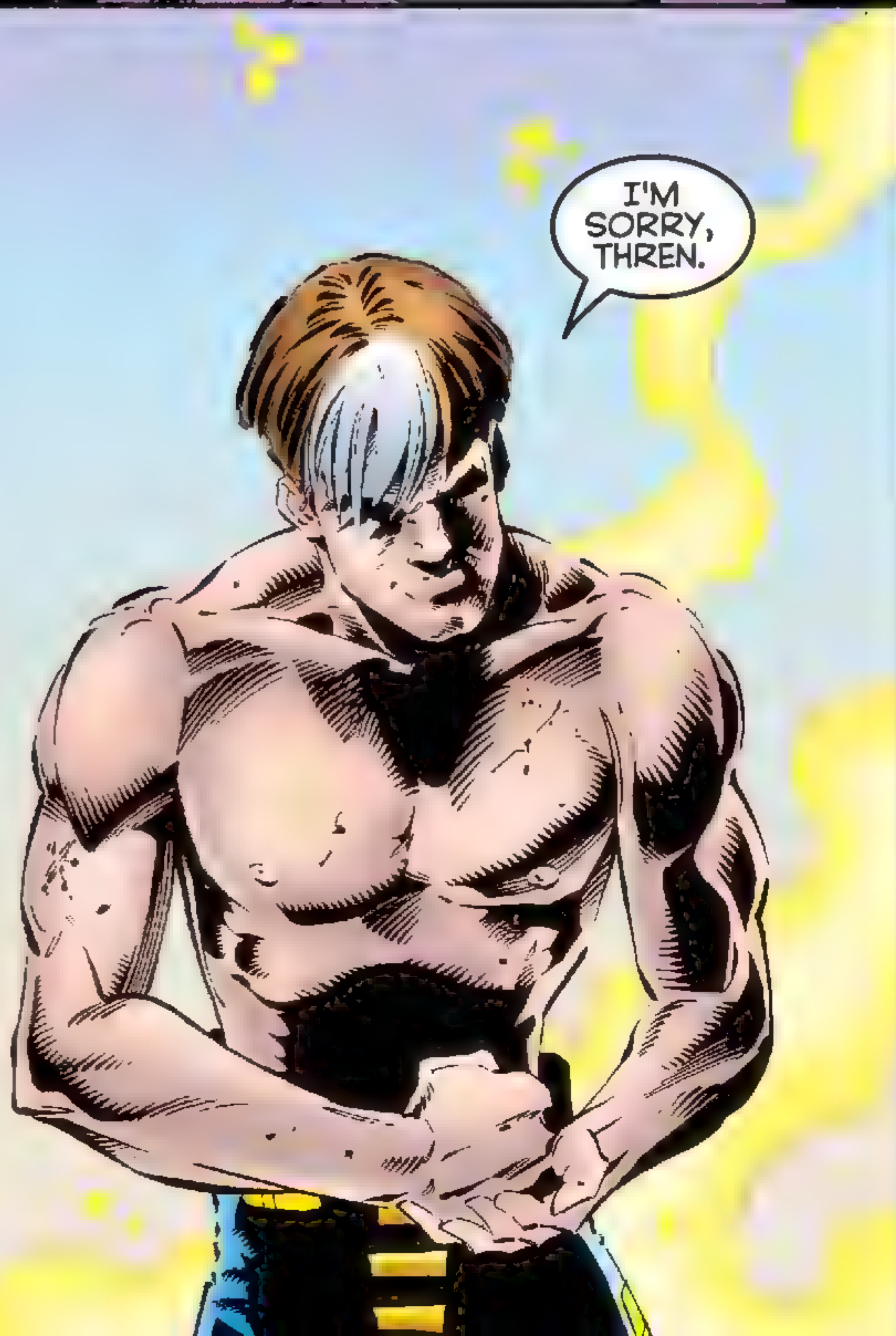
YOU DON'T HAVE ANY IDEA *WHAT* I REALLY AM, WHAT I'M CAPABLE OF.

I DON'T EVEN KNOW ANYMORE...



... PLEASE -- PLEASE --

GO!



I'M SORRY, THREN.



THAT'S
NOT A
CHOICE.

VERY WELL,
HOLOCAUST...
I AM YOURS.

MARVEL[®]
COMICS

X-MEN

JUL. '96 17

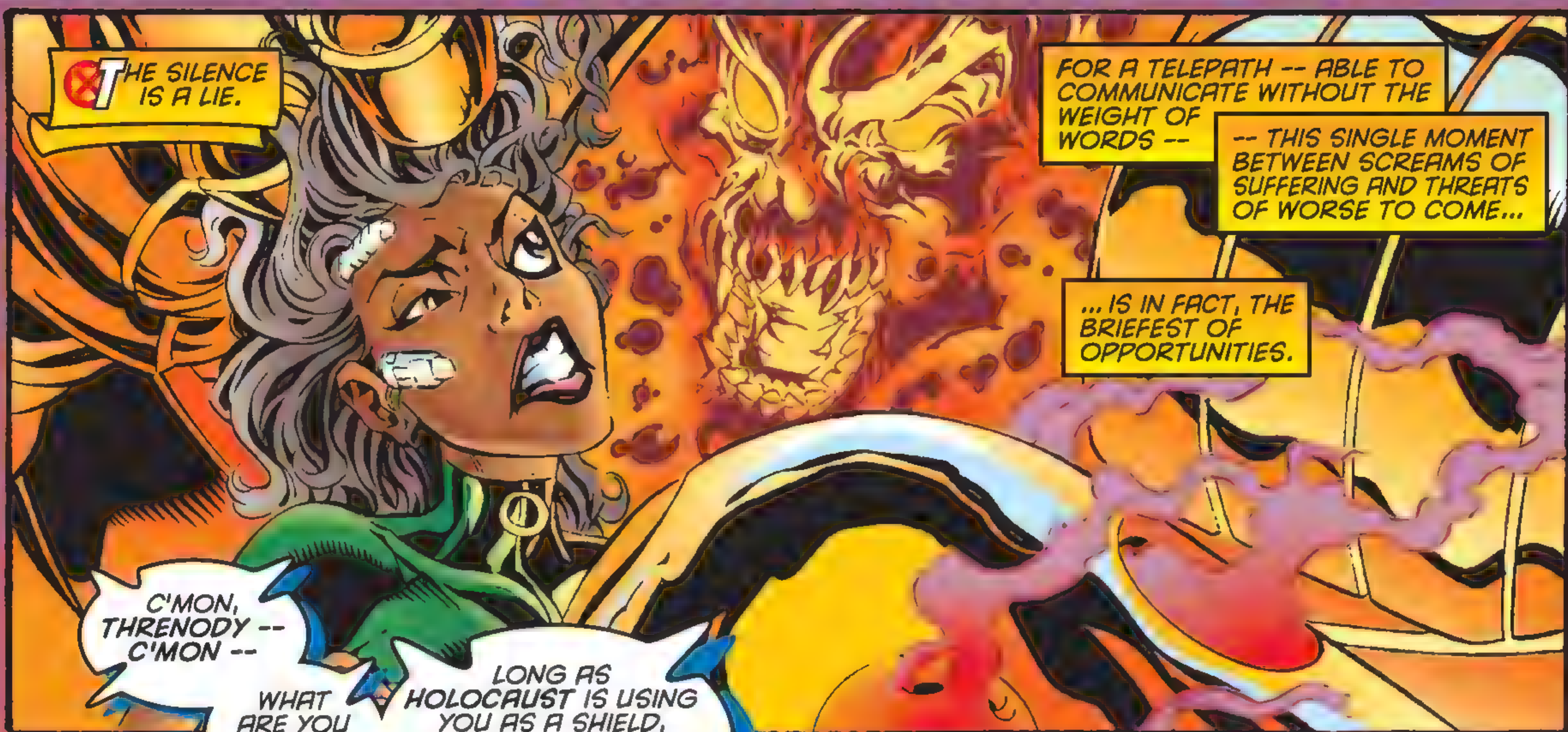
APPROVED
BY THE
COMICS
CODE
AUTHORITY

SPECIAL
ONSLAUGHT
UPDATE INSIDE!

X-MEN

...AND
A
WARRIOR
IS
BORN!

SKOPE
+
LAROSA



THE SILENCE IS A LIE.

FOR A TELEPATH -- ABLE TO COMMUNICATE WITHOUT THE WEIGHT OF WORDS --

-- THIS SINGLE MOMENT BETWEEN SCREAMS OF SUFFERING AND THREATS OF WORSE TO COME...

... IS IN FACT, THE BRIEFEST OF OPPORTUNITIES.

C'MON, THRENODY --
C'MON --

WHAT ARE YOU WAITING FOR?!

LONG AS HOLOCAUST IS USING YOU AS A SHIELD, THREATENING TO TAKE YOUR HEAD OFF IF I SO MUCH AS TWITCH...

... I CAN'T RISK ANOTHER TELEKINETIC OR PHYSICAL ASSAULT.

I KNOW HOW YOU FEEL ABOUT MY MIND TOUCHING YOURS.

I REMEMBER ALL TOO WELL...

... AND I KNOW YOU'RE SCARED, BELIEVE ME.

BUT YOU NEED TO FOCUS ON MY THOUGHTS NOW. TRY TO HEAR ME...

... YOU'VE TASTED THE DEATH RELEASED IN HOLOCAUST'S WAKE. I CAN SENSE IT THROBBING THROUGH YOUR BLOOD, POUNDING IN YOUR SKULL...

YOU'RE TOO QUIET, GREY.

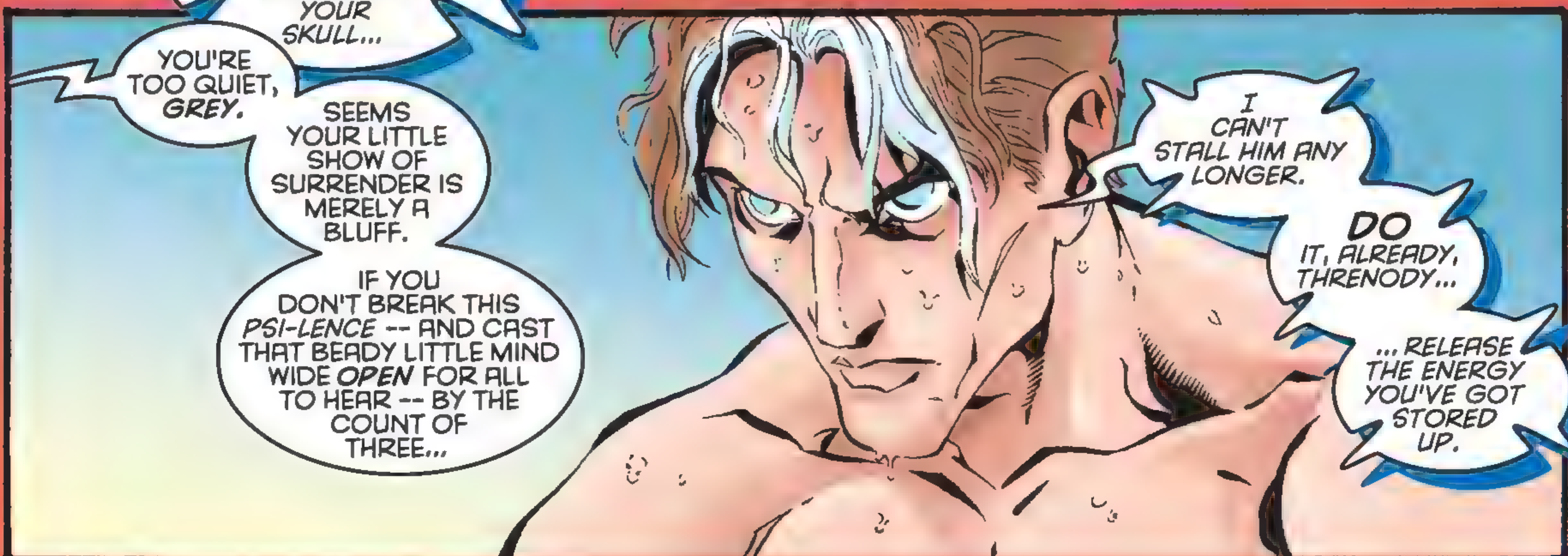
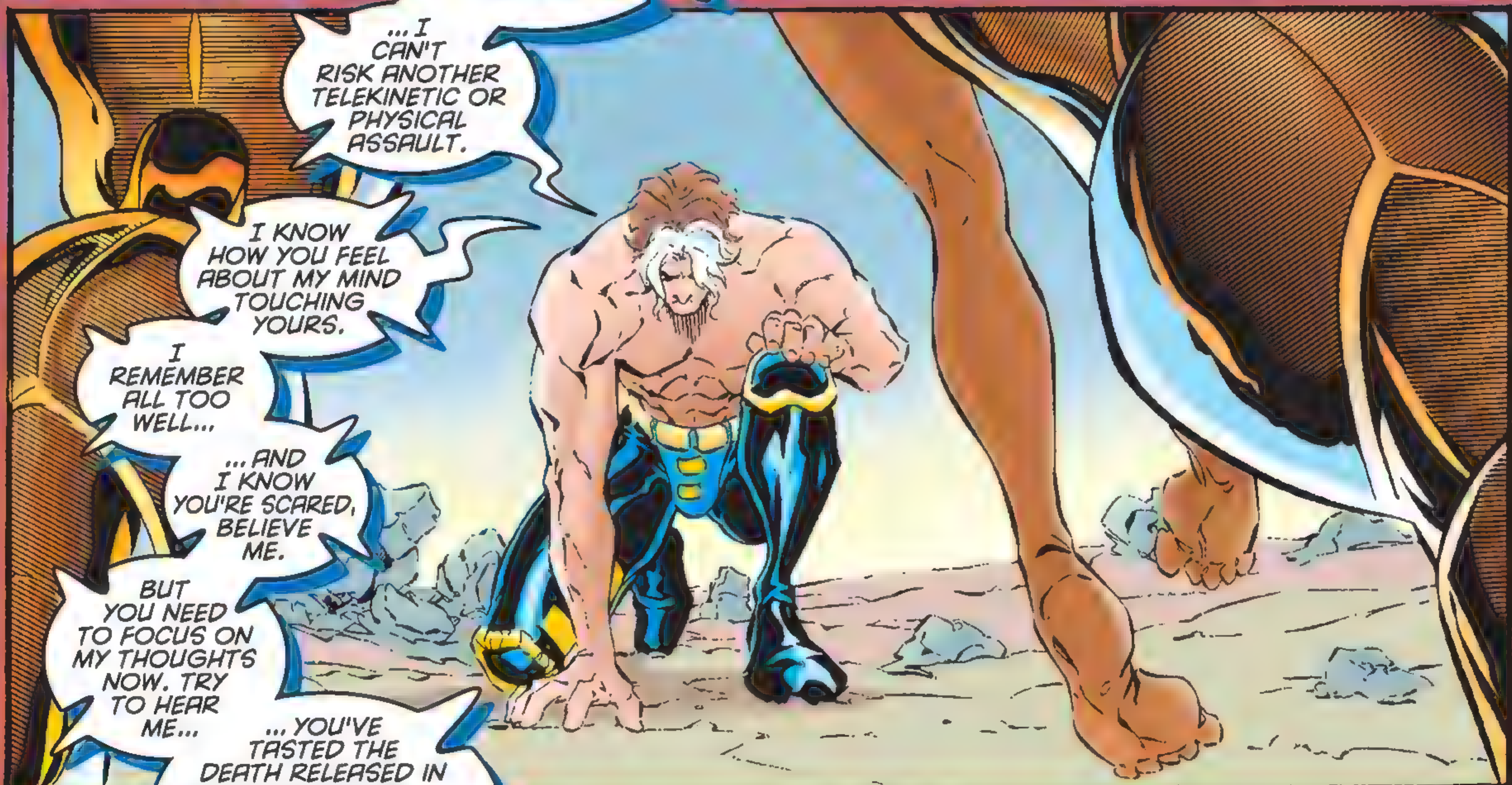
SEEMS YOUR LITTLE SHOW OF SURRENDER IS MERELY A BLUFF.

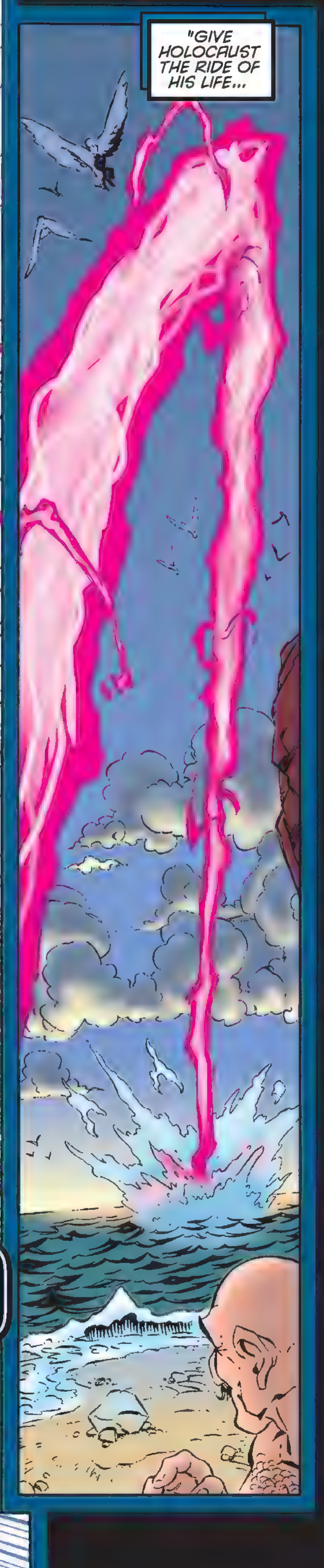
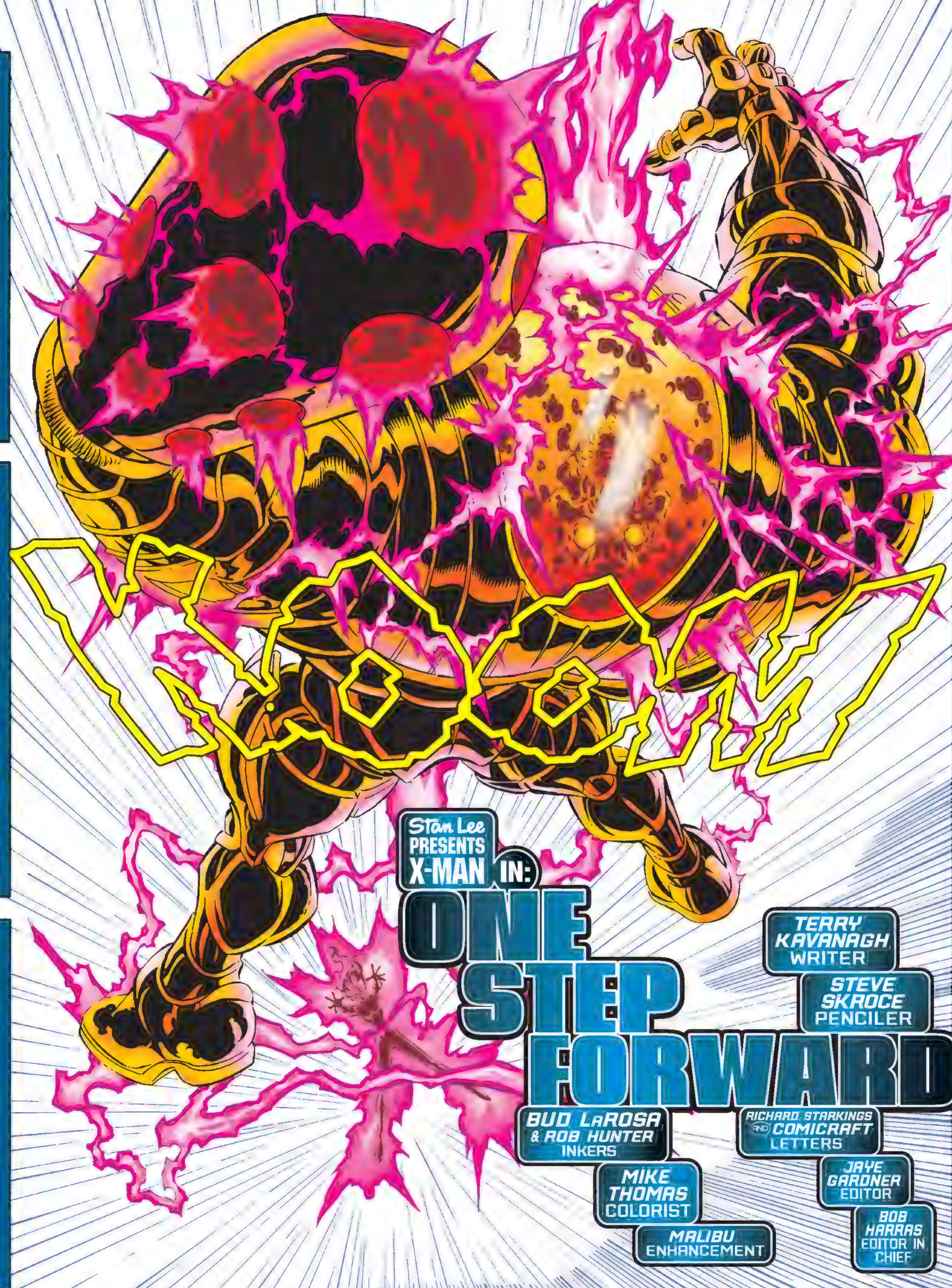
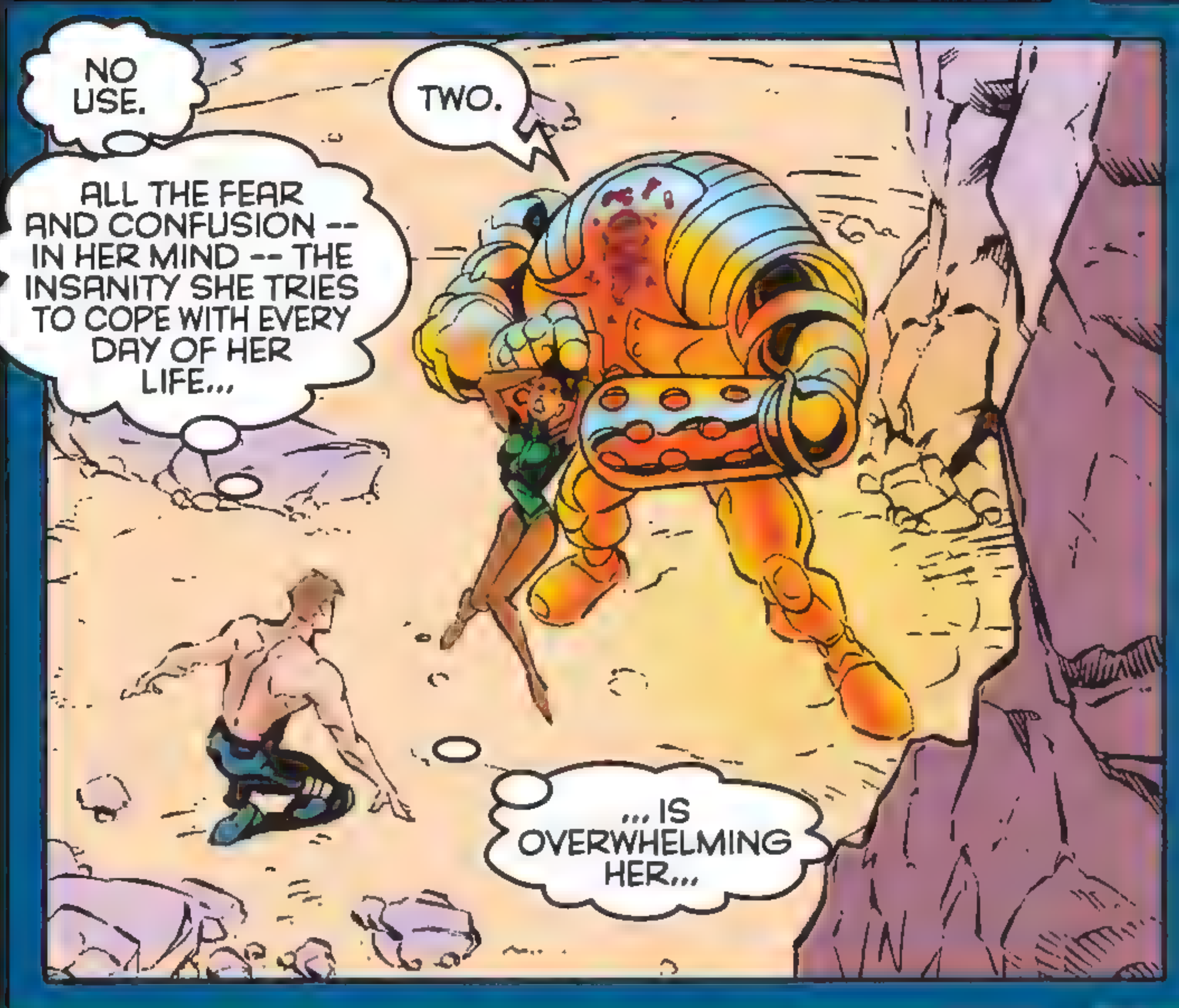
IF YOU DON'T BREAK THIS PSI-LENCE -- AND CAST THAT BEADY LITTLE MIND WIDE OPEN FOR ALL TO HEAR -- BY THE COUNT OF THREE...

I CAN'T STALL HIM ANY LONGER.

DO IT, ALREADY, THRENODY...

... RELEASE THE ENERGY YOU'VE GOT STORED UP.





Stan Lee
PRESENTS
X-MAN IN:
**ONE
STEP
FORWARD**

**TERRY
KAVANAGH**
WRITER

**STEVE
SKROCE**
PENCILER

**BUD LAROSA
& ROB HUNTER**
INKERS

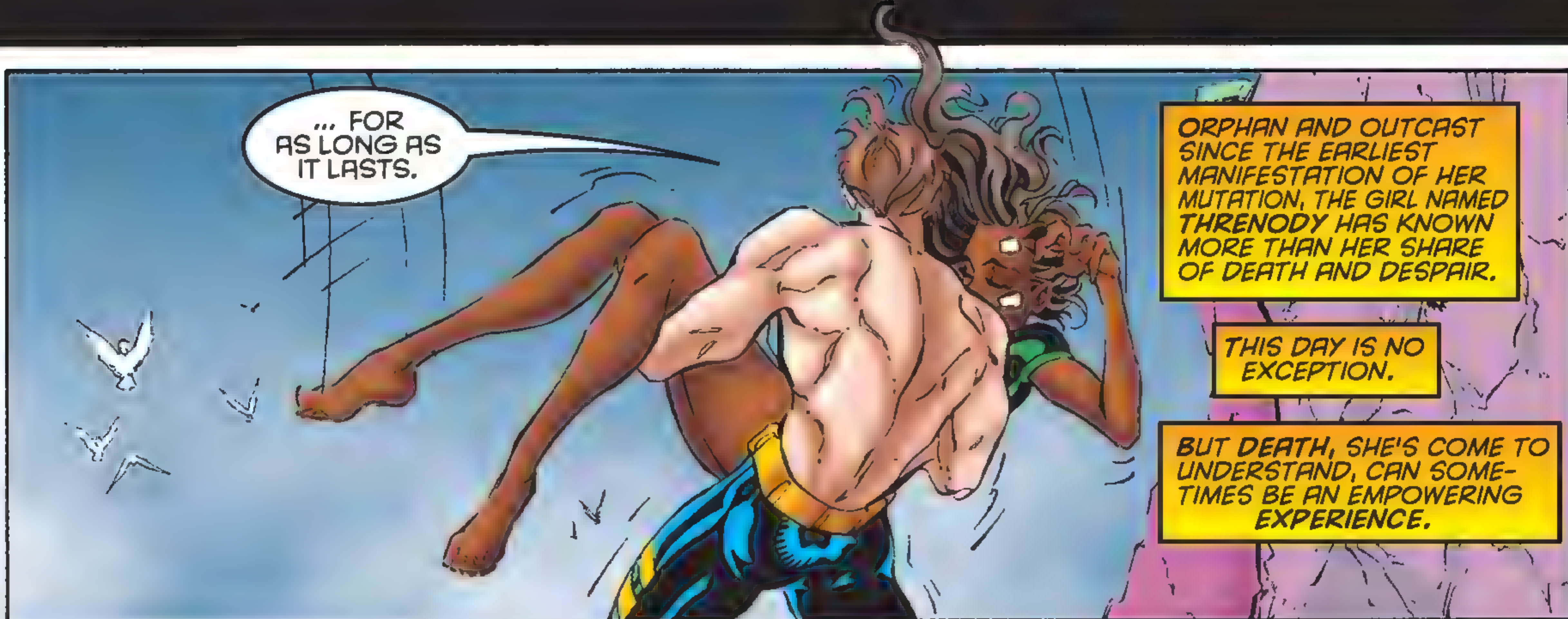
**MIKE
THOMAS**
COLORIST

**MALIBU
ENHANCEMENT**

**RICHARD STARKINGS
& COMICRAFT**
LETTERS

**JAYE
GARDNER**
EDITOR

**BOB
HARRAS**
EDITOR IN
CHIEF

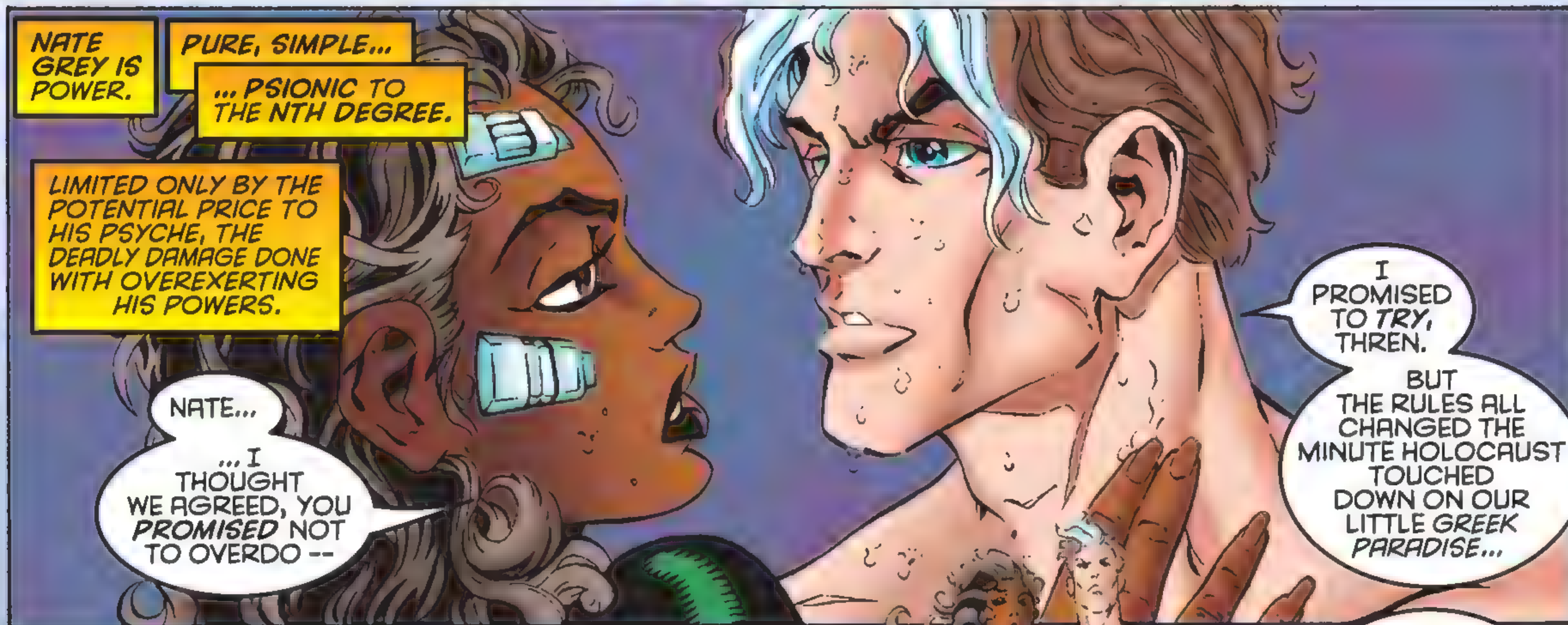


... FOR
AS LONG AS
IT LASTS.

ORPHAN AND OUTCAST
SINCE THE EARLIEST
MANIFESTATION OF HER
MUTATION, THE GIRL NAMED
THRENODY HAS KNOWN
MORE THAN HER SHARE
OF DEATH AND DESPAIR.

THIS DAY IS NO
EXCEPTION.

BUT DEATH, SHE'S COME TO
UNDERSTAND, CAN SOME-
TIMES BE AN EMPOWERING
EXPERIENCE.



NATE
GREY IS
POWER.

PURE, SIMPLE...

... PSIONIC TO
THE NTH DEGREE.

LIMITED ONLY BY THE
POTENTIAL PRICE TO
HIS PSYCHE, THE
DEADLY DAMAGE DONE
WITH OVEREXERTING
HIS POWERS.

NATE...

... I
THOUGHT
WE AGREED, YOU
PROMISED NOT
TO OVERDO --

I
PROMISED
TO TRY,
THREN.

BUT
THE RULES ALL
CHANGED THE
MINUTE HOLOCAUST
TOUCHED
DOWN ON OUR
LITTLE GREEK
PARADISE...



BLOOD-
SPAWN..?

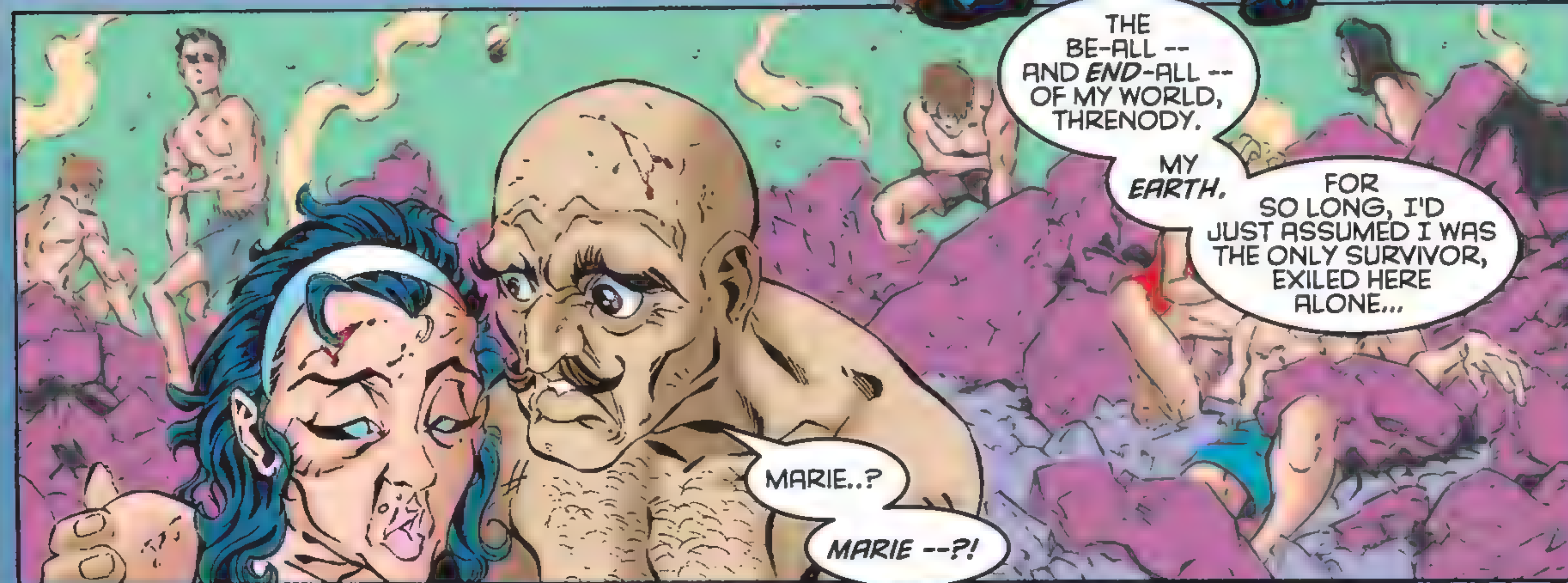
YOU'RE
TELLING ME --
IT IS THE
SON OF --

... THE
APOCALYPSE?!

... AS
SOON AS THE
BLOOD-SPAWN
OF APOCALYPSE
CAVED IN
THE CLIFFSIDE --
CUTTING OFF THIS
COVE FROM THE
REST OF THE
ISLAND --

-- TURNING
THE BEACH INTO A
BATTLEZONE.

LAST ISSUE
-- Jaye.



THE
BE-ALL --
AND END-ALL --
OF MY WORLD,
THRENODY.

MY
EARTH.

FOR
SO LONG, I'D
JUST ASSUMED I WAS
THE ONLY SURVIVOR,
EXILED HERE
ALONE...

MARIE..?

MARIE --?!

NATE, TOO, IS ORPHAN AND OUTCAST.

BUT DEATH IS NO FRIEND AT ALL TO HIM.

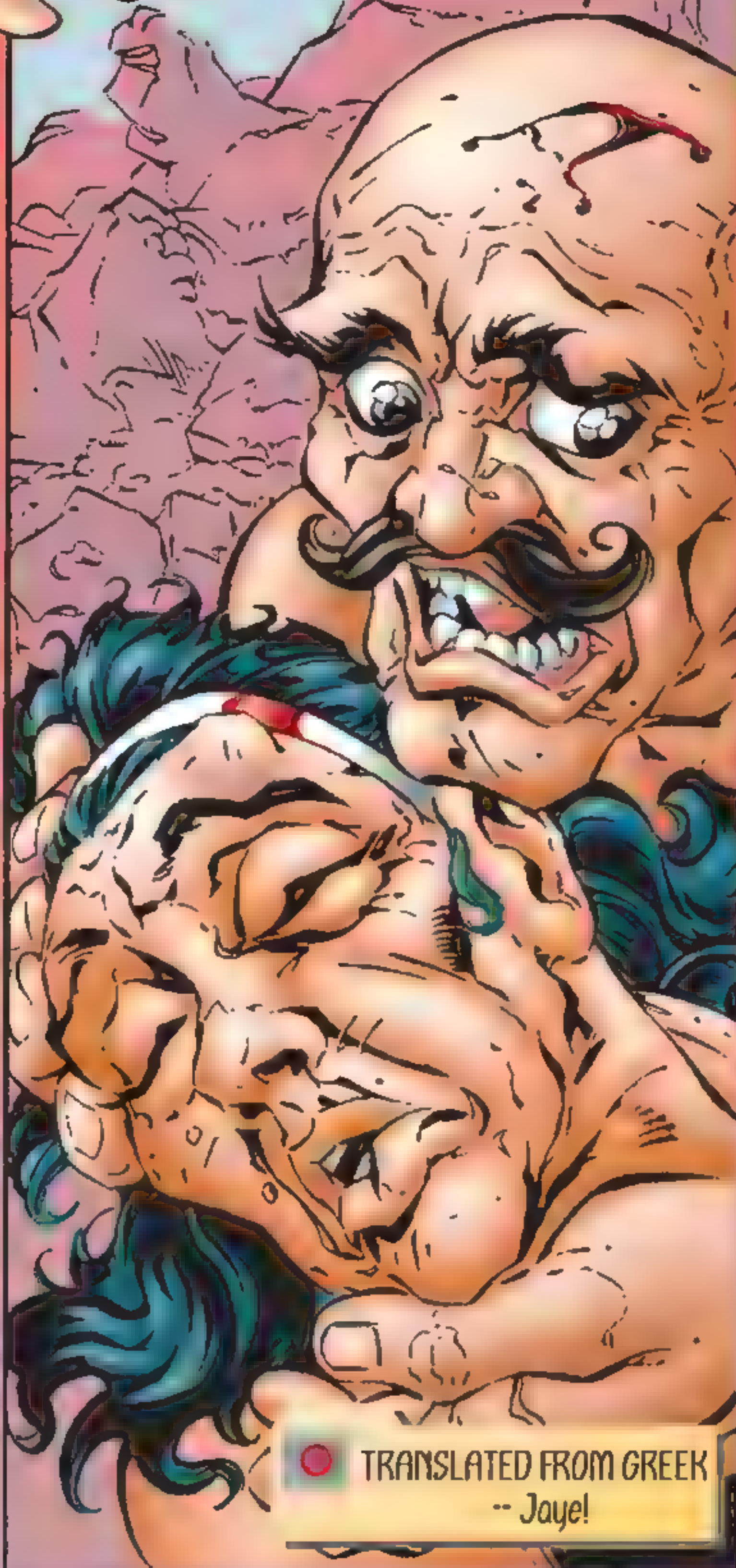


MORE OF THE PEOPLE ARE HURT, THREN. INJURED IN THE ROCK FALL HOLOCAUST CAUSED OR THEIR RUSH TO ESCAPE...

MARIE?!

<HELP ME, PLEASE, SOMEONE -- ANYONE -->

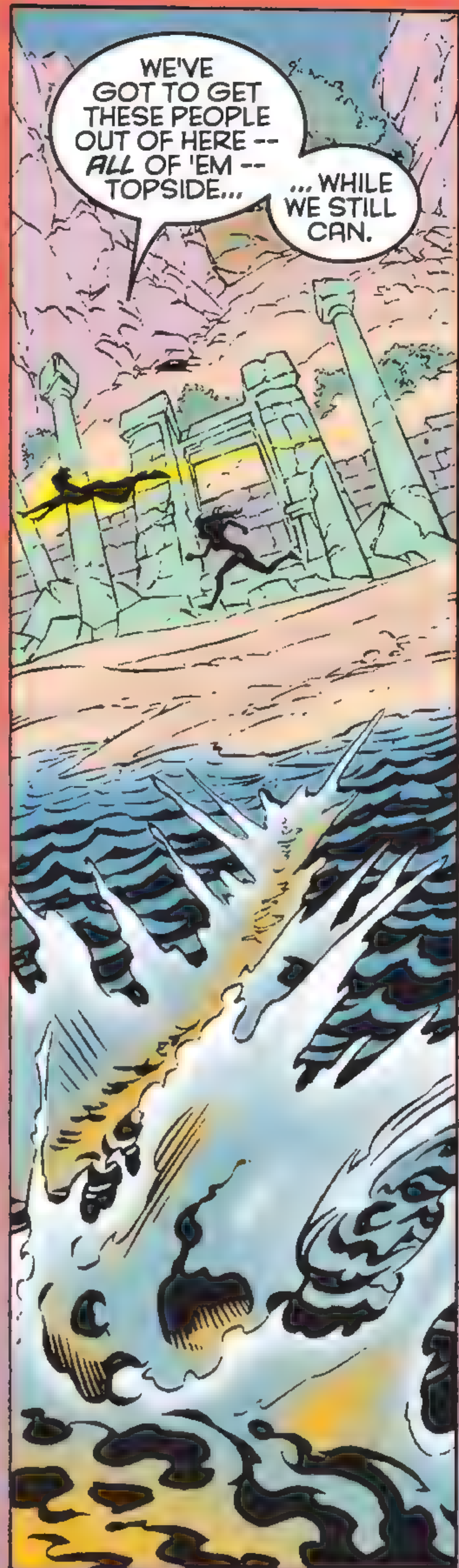
<-- HELP MY WIFE... >



TRANSLATED FROM GREEK -- Jaye!

WE'VE GOT TO GET THESE PEOPLE OUT OF HERE -- ALL OF 'EM -- TOPSIDE...

... WHILE WE STILL CAN.



MY WIFE -- PLEASE, PLEASE... SHE'S... ah... SHE IS...

SHE'LL LIVE.

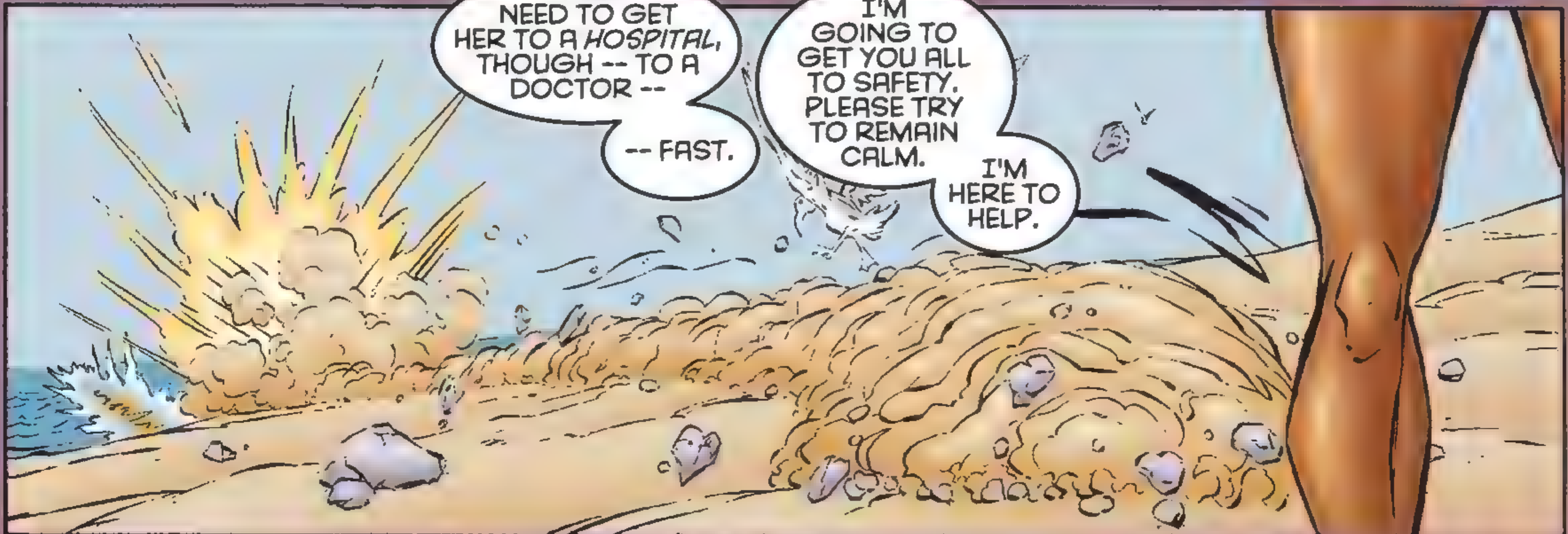
TRUST ME ON THIS, GRAMPS.

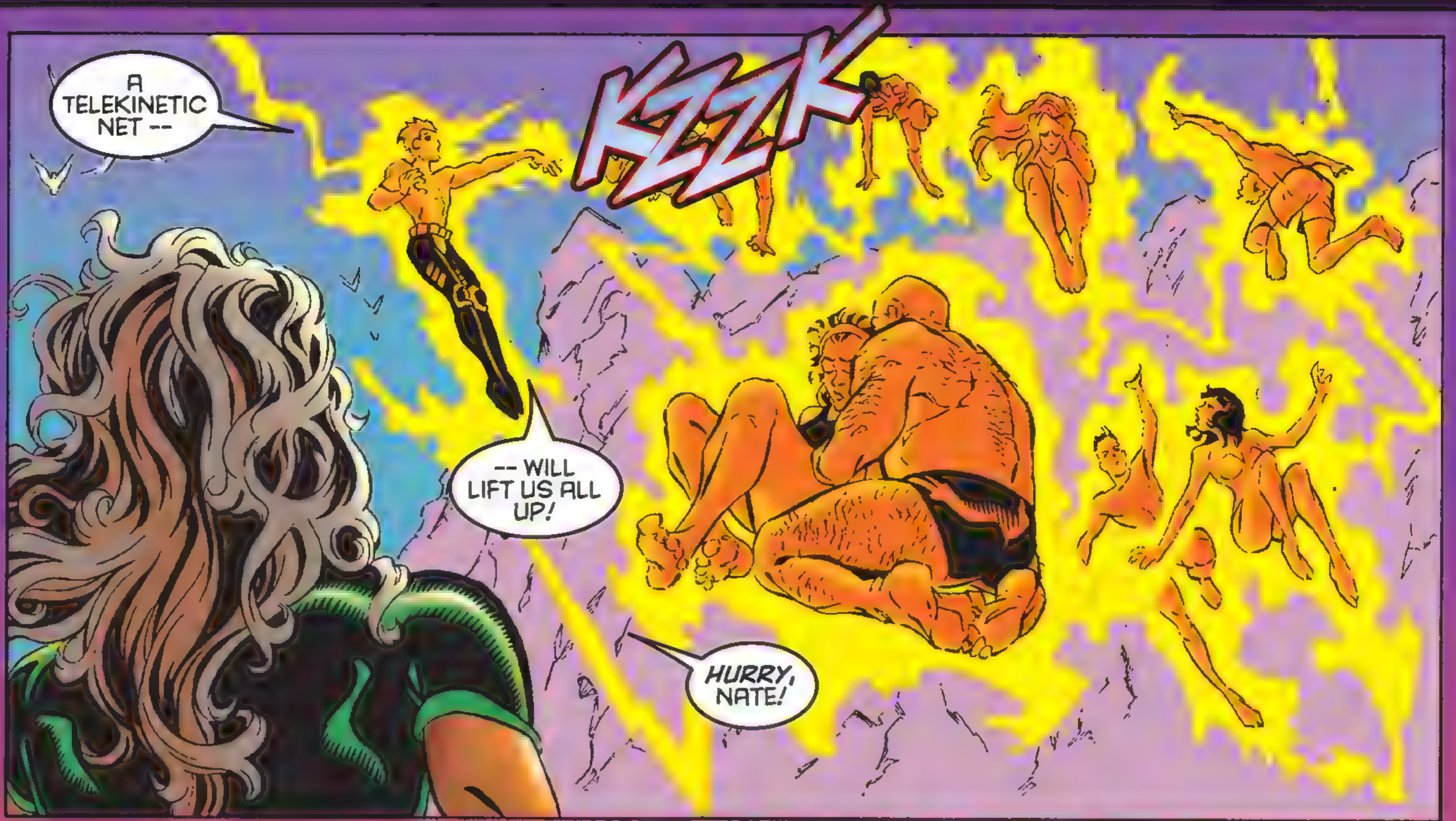
YOU NEED TO GET HER TO A HOSPITAL, THOUGH -- TO A DOCTOR --

-- FAST.

I'M GOING TO GET YOU ALL TO SAFETY. PLEASE TRY TO REMAIN CALM.

I'M HERE TO HELP.





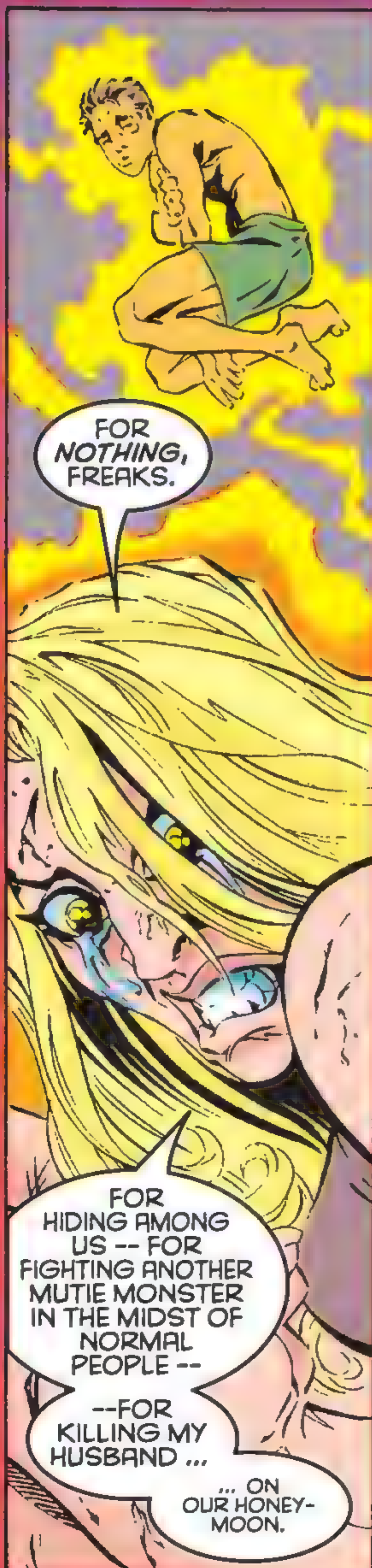
A
TELEKINETIC
NET --

-- WILL
LIFT US ALL
UP!

HURRY,
NATE!



THANK
YOU, THANK
YOU, THANK
YOU...



FOR
NOTHING,
FREAKS.

FOR
HIDING AMONG
US -- FOR
FIGHTING ANOTHER
MUTIE MONSTER
IN THE MIDST OF
NORMAL
PEOPLE --

--FOR
KILLING MY
HUSBAND ...

... ON
OUR HONEY-
MOON.



TO TELL
THE TRUTH,
LADY -- WHICH
I WON'T --

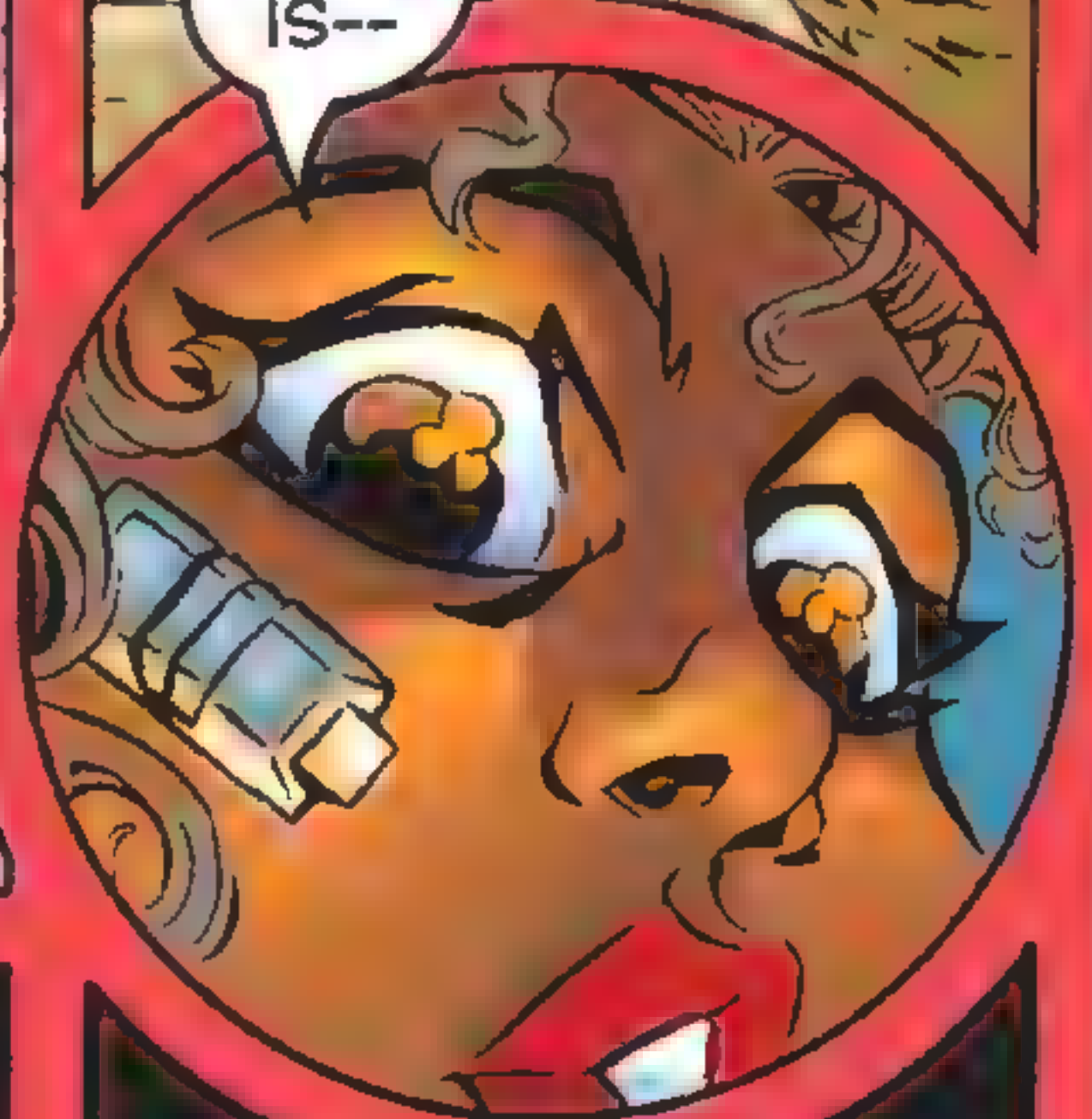


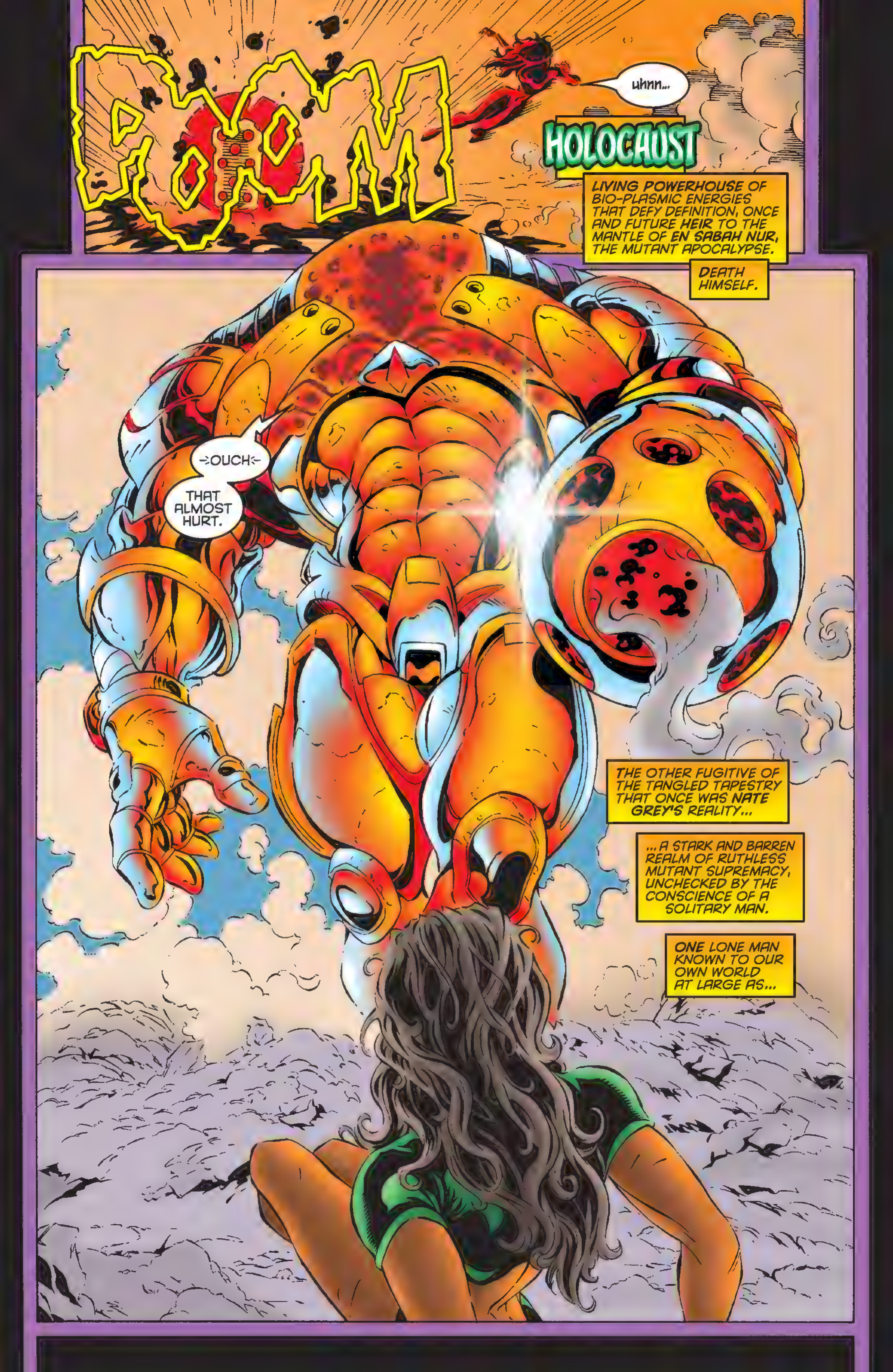
-- YOUR HUSBAND FELL TO
ME, I HAD NO OTHER
CHOICE. ⊗

NO
OTHER
WAY.

WHAT
IS--

⊗ LAST ISSUE
AGAIN -- Jaye.





uhnn...

HOLOCAUST

LIVING POWERHOUSE OF BIO-PLASMIC ENERGIES THAT DEFY DEFINITION, ONCE AND FUTURE HEIR TO THE MANTLE OF EN SABAH NUR, THE MUTANT APOCALYPSE.

DEATH HIMSELF.

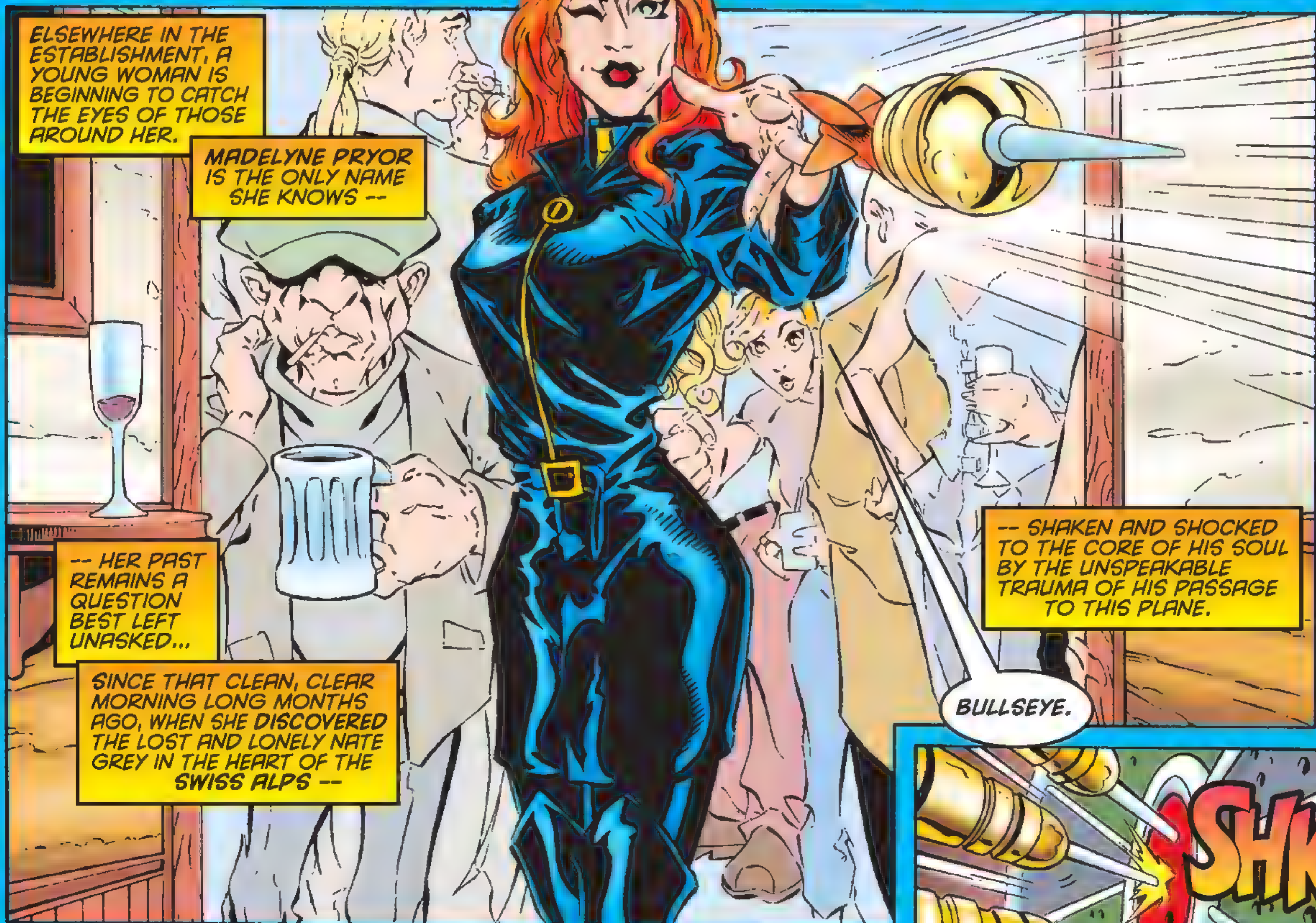
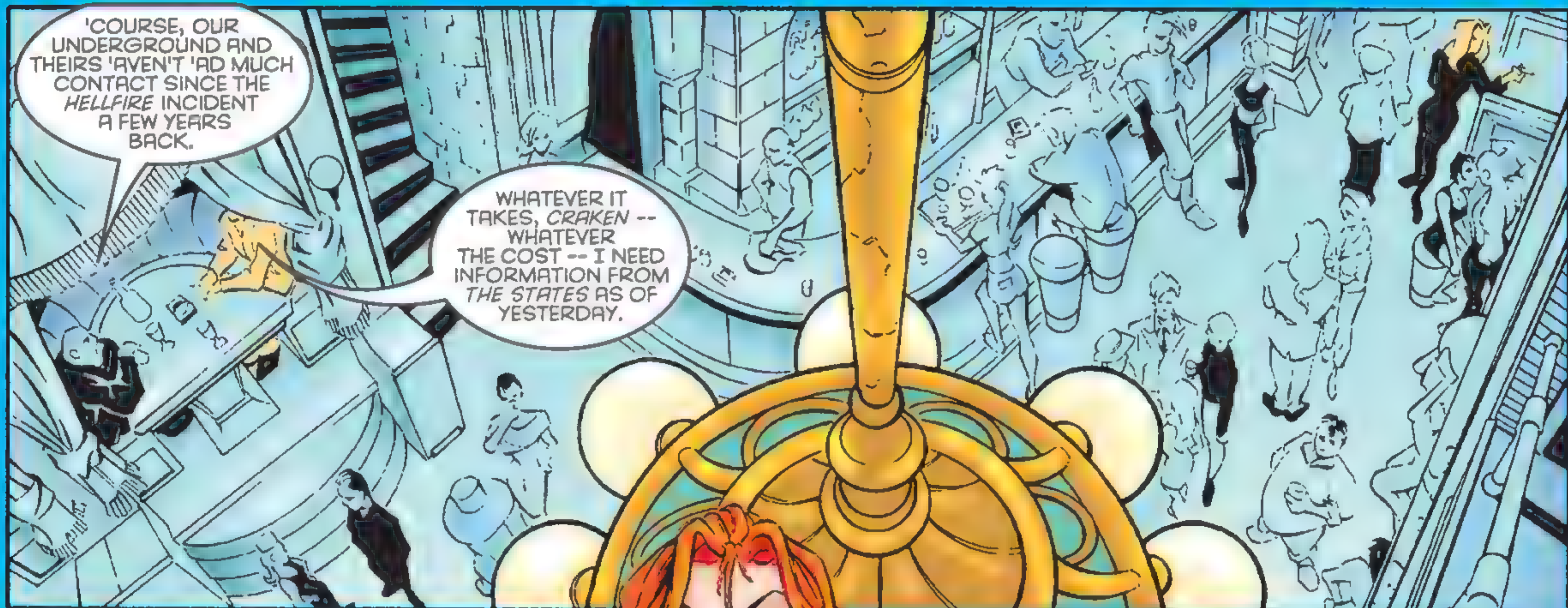
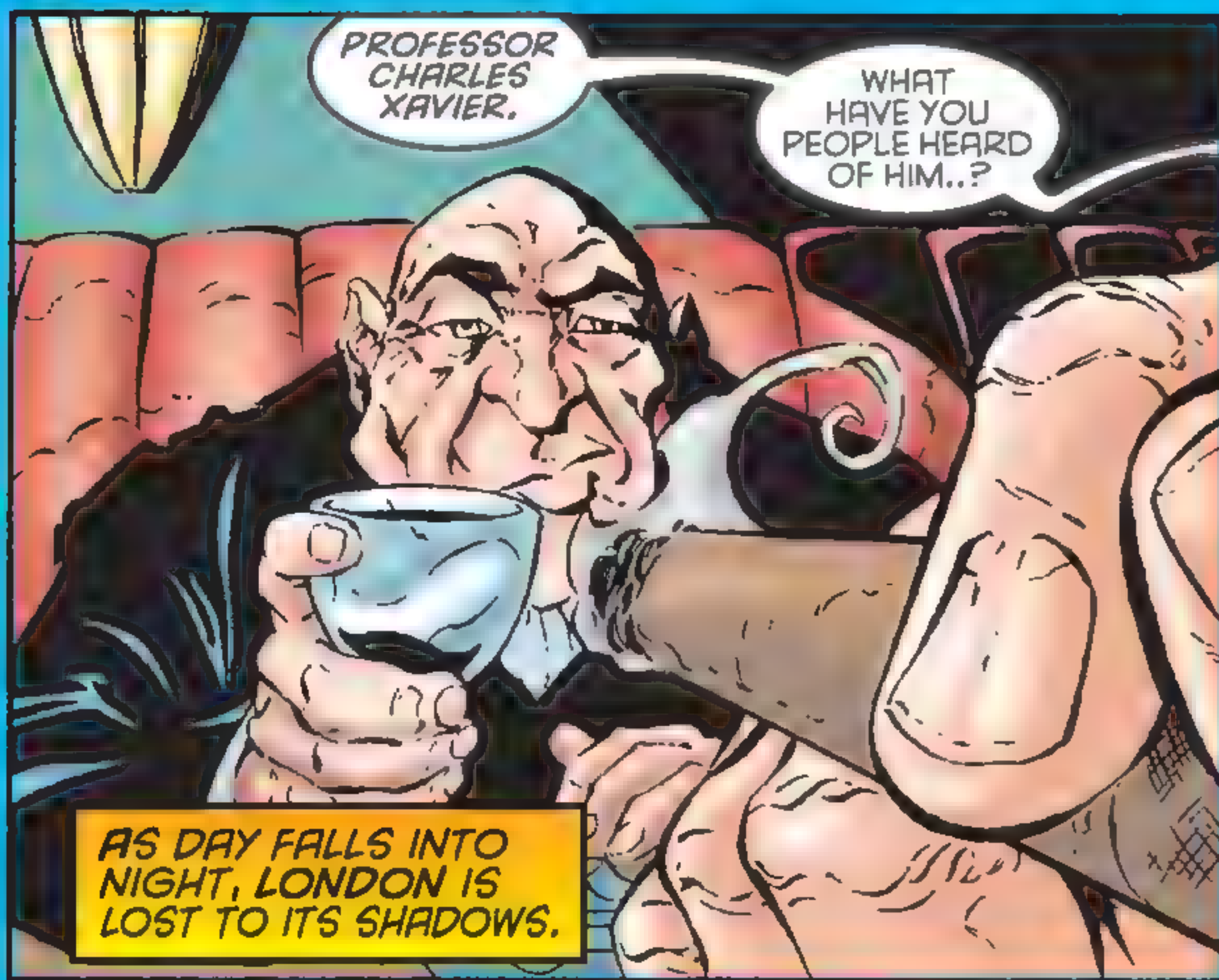
OUCH

THAT ALMOST HURT.

THE OTHER FUGITIVE OF THE TANGLED TAPESTRY THAT ONCE WAS NATE GREY'S REALITY...

... A STARK AND BARREN REALM OF RUTHLESS MUTANT SUPREMACY, UNCHECKED BY THE CONSCIENCE OF A SOLITARY MAN.

ONE LONE MAN KNOWN TO OUR OWN WORLD AT LARGE AS...





ANOTHER
ROUND ON
SHORTY,
OSC.

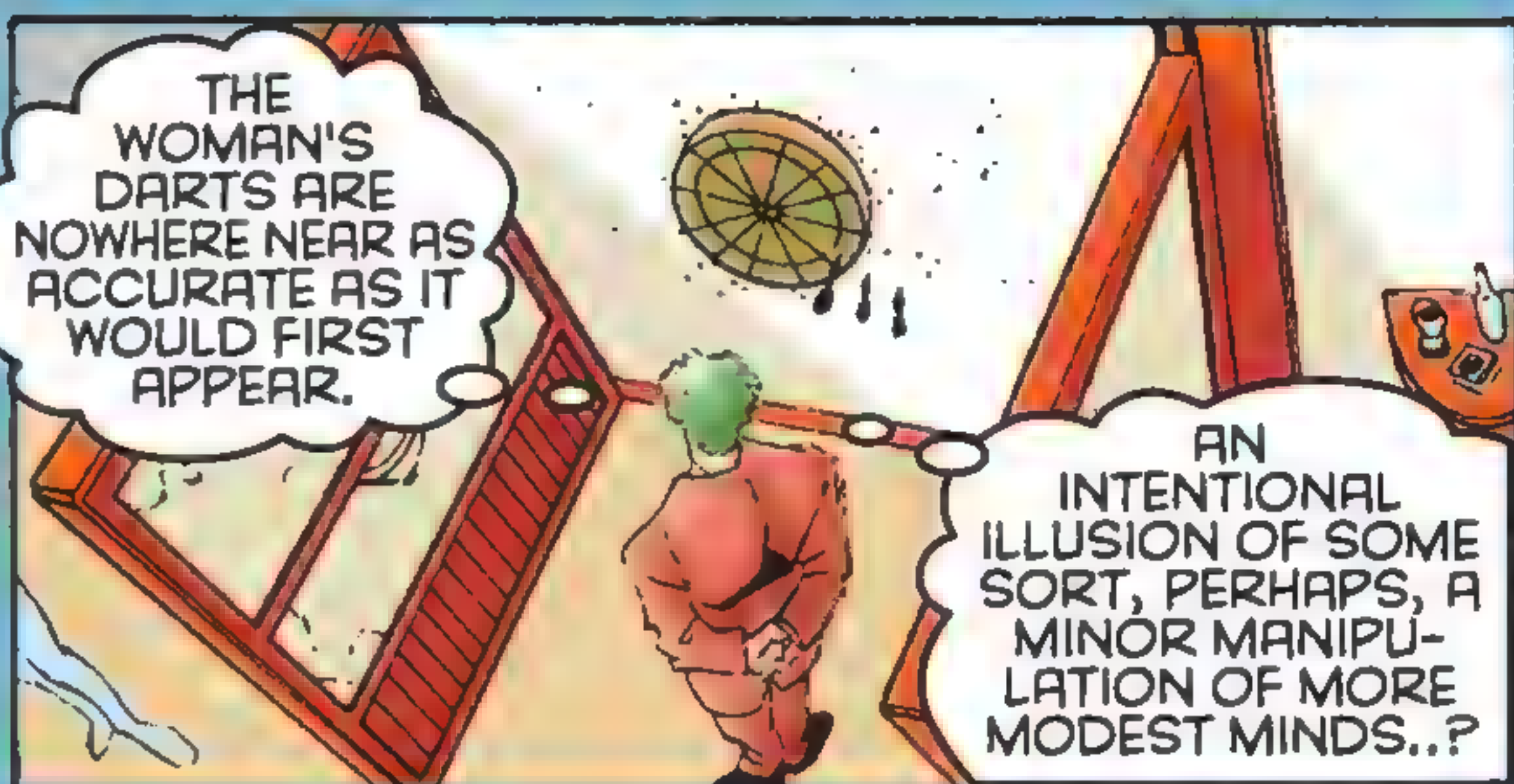
MAKE
MINE A
REMY.

HERE AND NOW, THOUGH,
IN LEAGUE WITH A DISTANT
OTHER -- AN AGELESS
MUTANT OF UNQUENCHABLE
POWER AND AMBITION --



-- SHE IS
SOMETHING
ELSE...

FASCINATING.

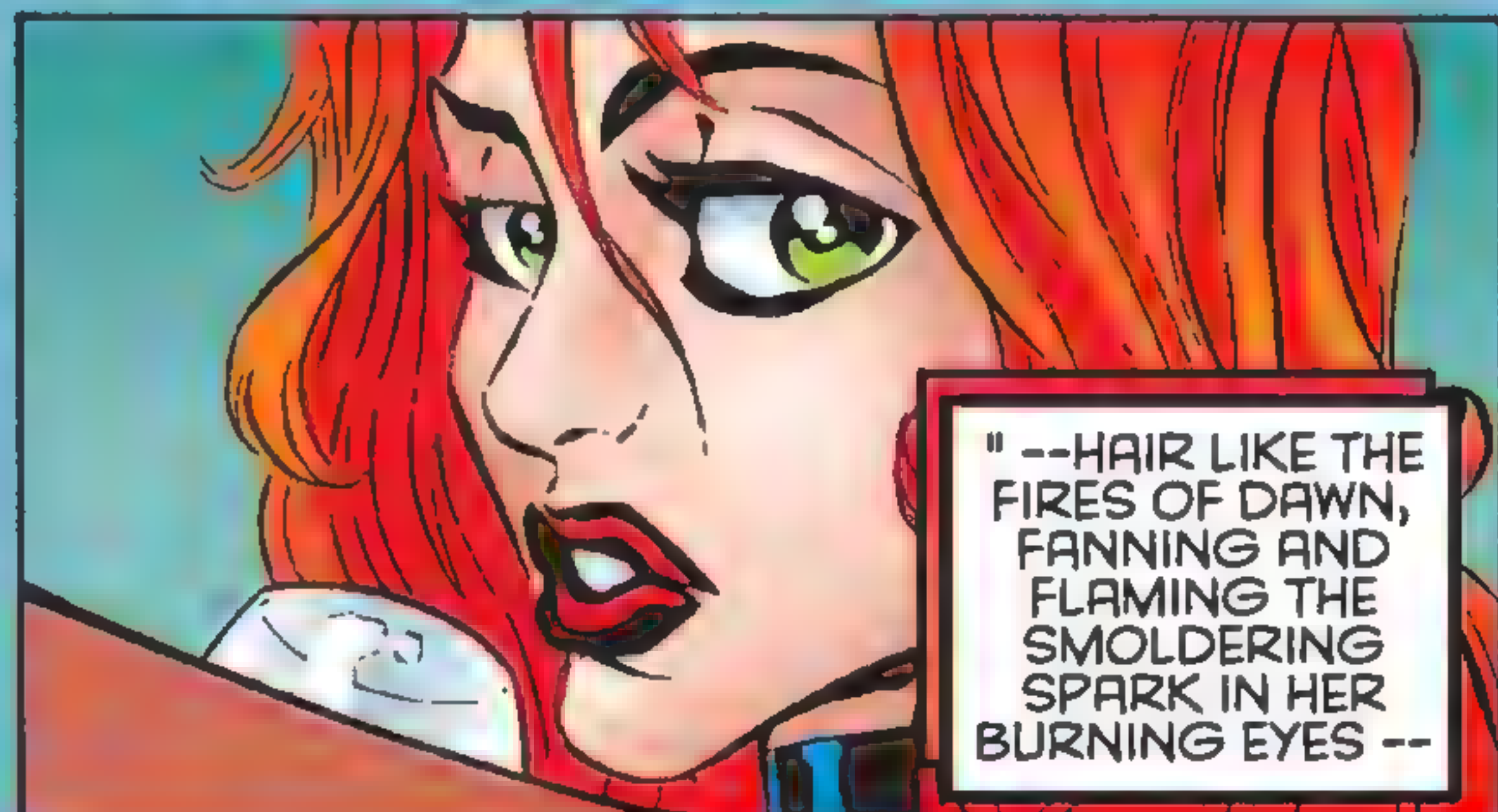


THE
WOMAN'S
DARTS ARE
NOWHERE NEAR AS
ACCURATE AS IT
WOULD FIRST
APPEAR.

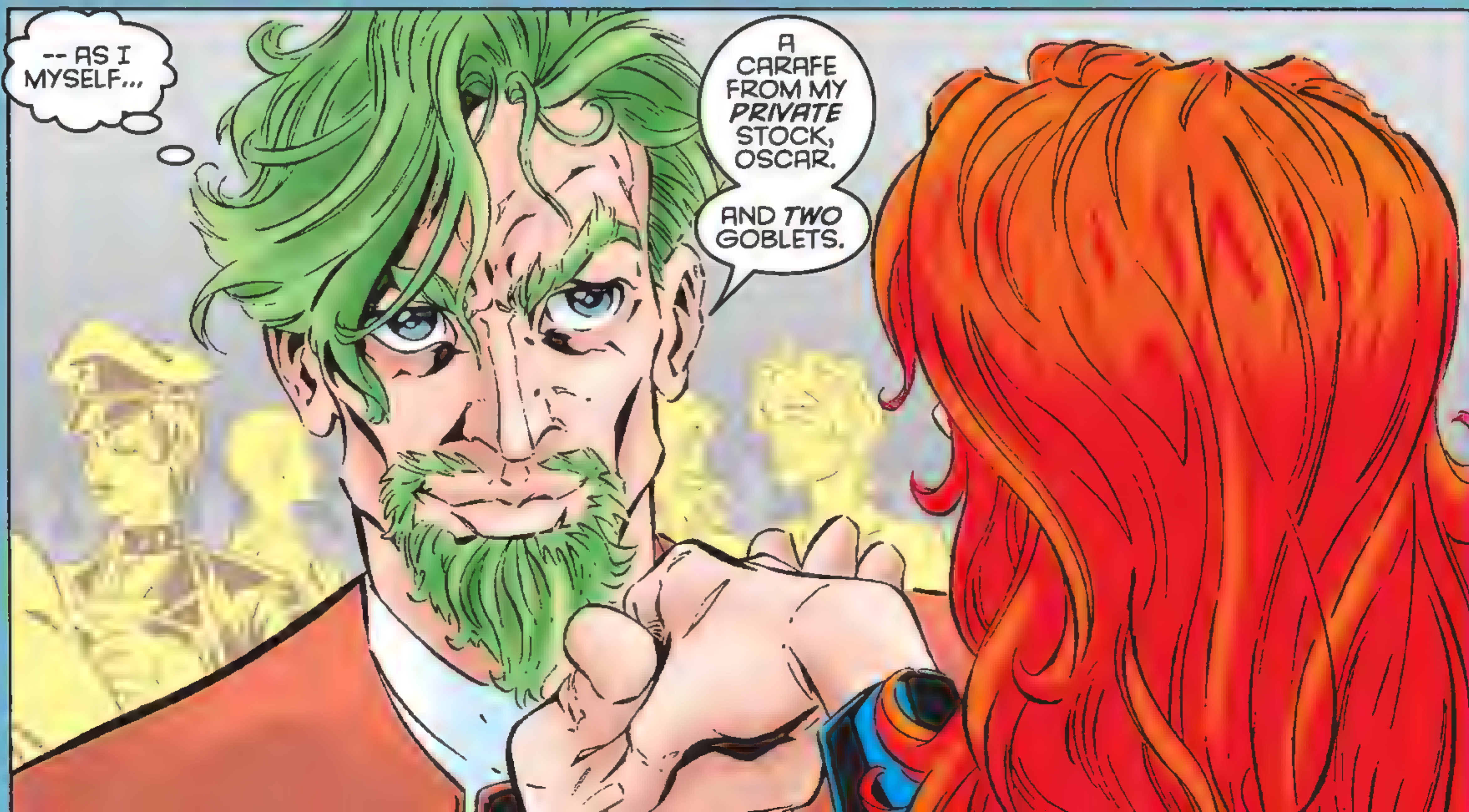
AN
INTENTIONAL
ILLUSION OF SOME
SORT, PERHAPS, A
MINOR MANIPU-
LATION OF MORE
MODEST MINDS...?



... OR THE VERY
DISTINCT POSSIBILITY
THAT ALL ARE SIMPLY
AS MESMERIZED BY THE
UNDENIABLE "PRESENCE"
OF THIS INCREDIBLE
CREATURE --



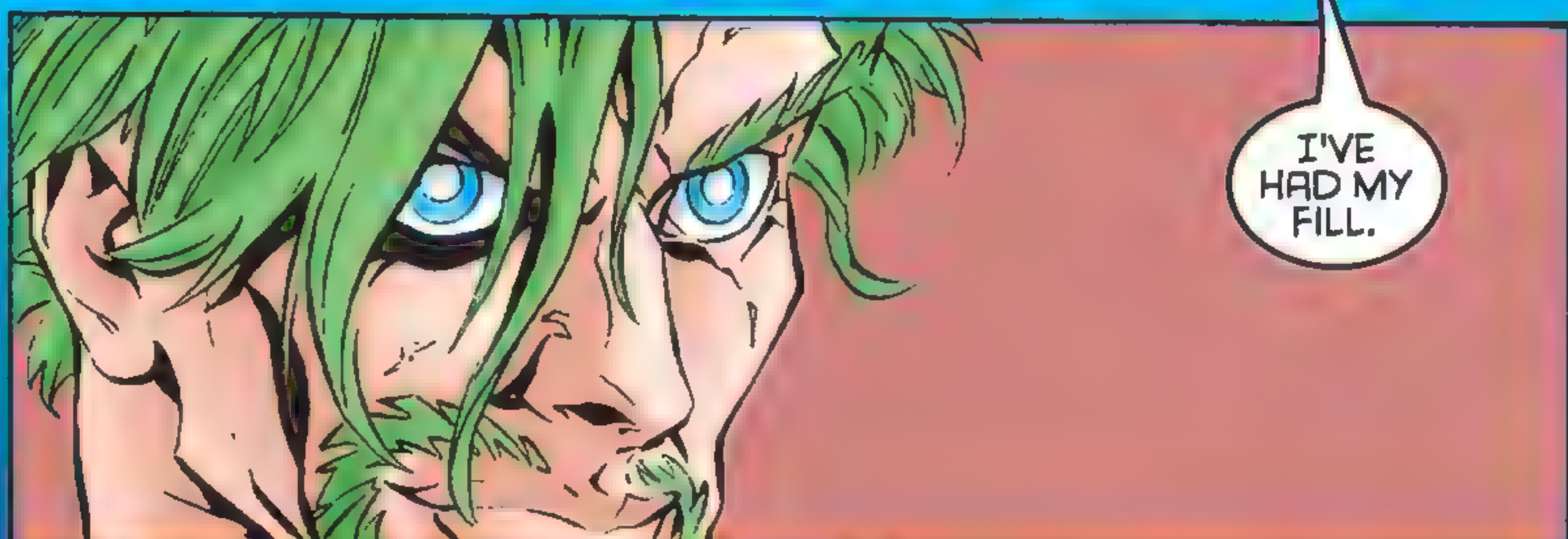
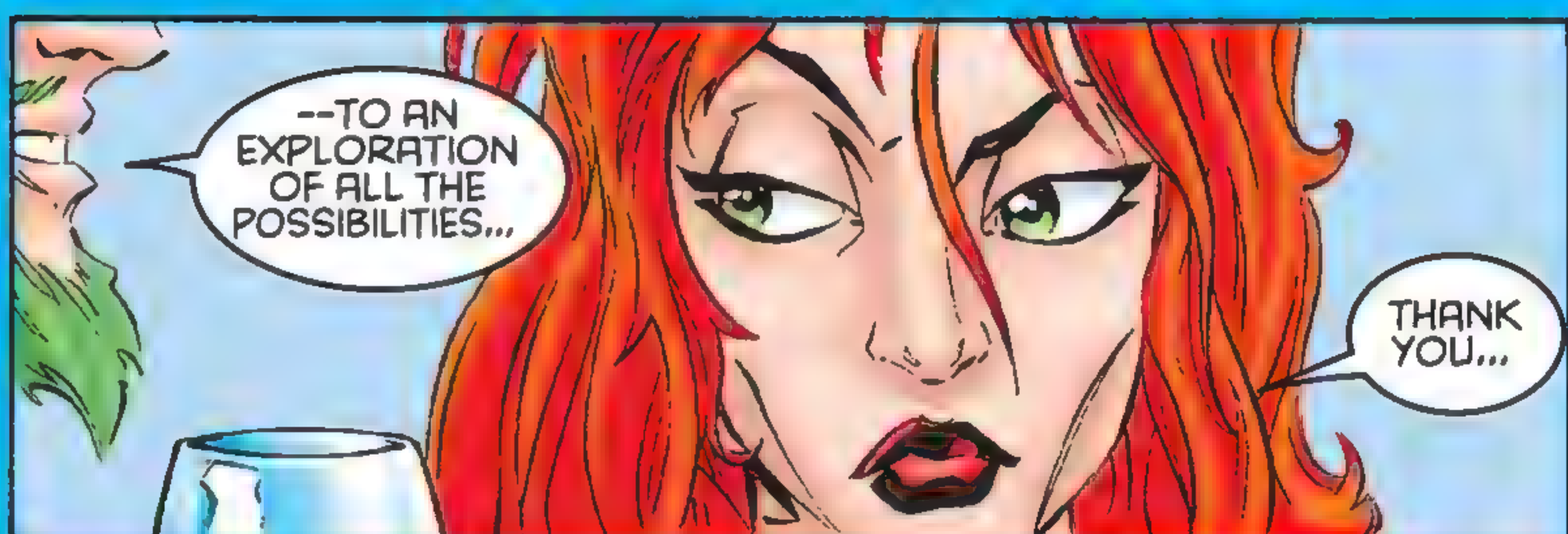
" --HAIR LIKE THE
FIRES OF DAWN,
FANNING AND
FLAMING THE
SMOLDERING
SPARK IN HER
BURNING EYES --



-- AS I
MYSELF...

A
CARAFE FROM MY
PRIVATE
STOCK,
OSCAR.

AND TWO
GOBLETS.



FREECE...

I
GAVE YOU
TWO CHOICES,
MUTANT.

ONE
CHANCE.

DO OR
DIE.

SURRENDER
GREY TO ME, WATCH
HIM WALK WILLINGLY
INTO THE FOLD
OF THE NEWLORD
ONSLAUGHT...

... OR
WITNESS HIM
DRAGGED,
BROKEN AND
BLEEDING, OVER
YOUR OWN TORN
AND TATTERED
CORPSE.

THRENODY --!

GOTTA
GET TO HER
BEFORE --

YOU DUG
YOUR GRAVE,
CHILD.

NOW
LIE IN
IT!

CHOOM

**LOOK
OUT!**
OOOOOPH!

NATE --
NO --



BAD
PLAY,
GREY.

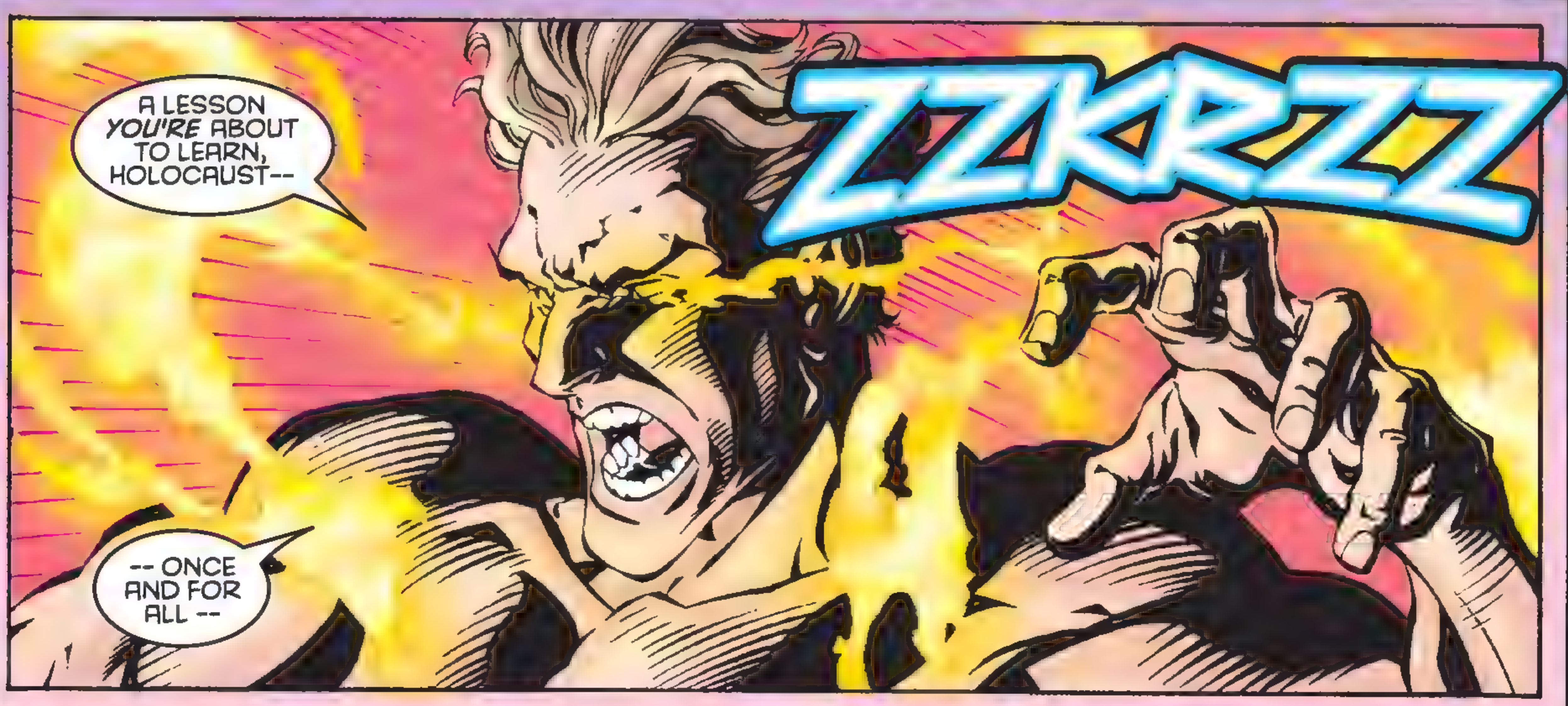
YOU
AND ME,
ONE-ON-ONE,
MUTANT TO
MUTANT--

-- NO
CONTEST.

NEVER
WAS.



GOT...
THAT
RIGHT...



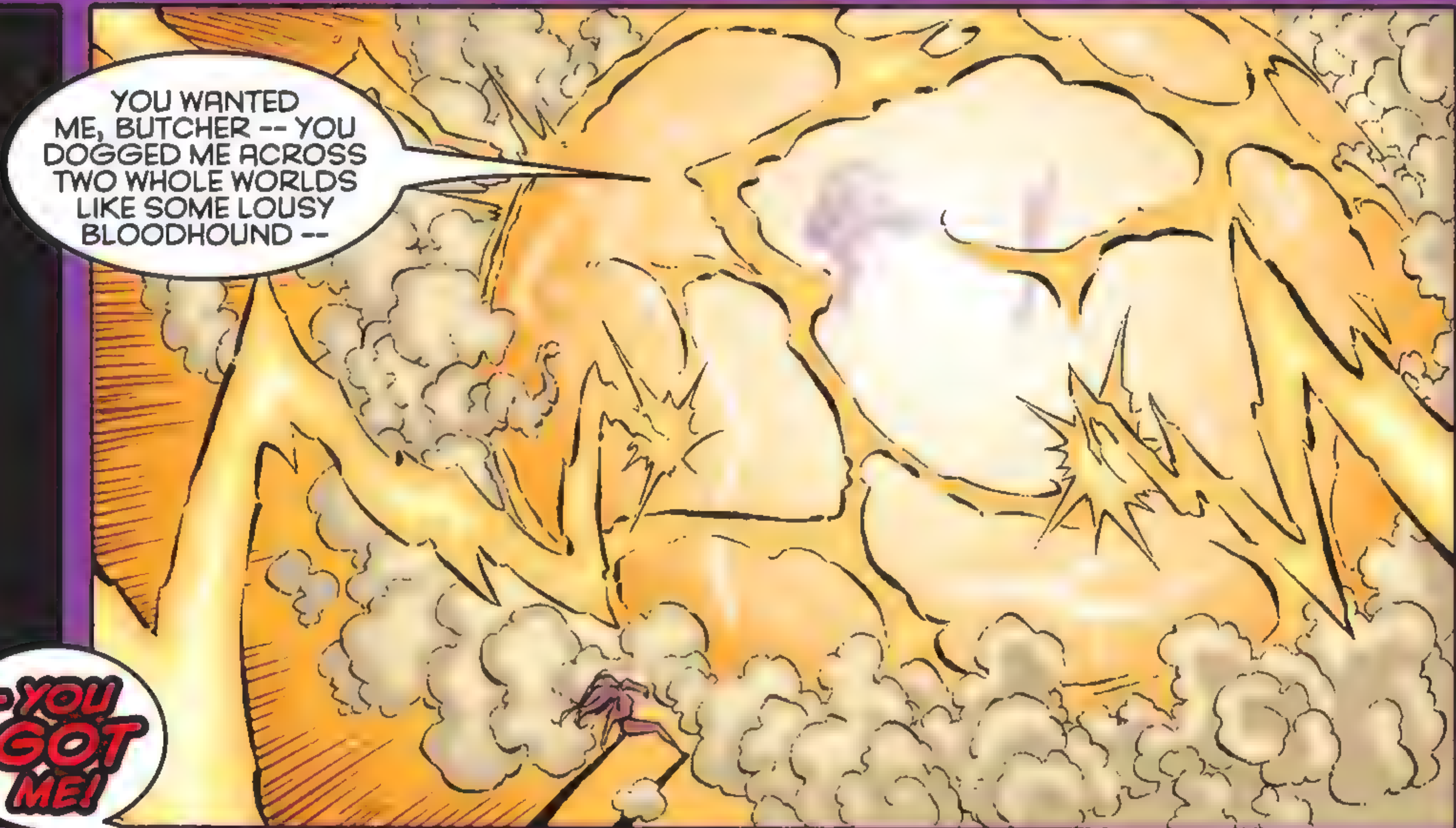
A LESSON
YOU'RE ABOUT
TO LEARN,
HOLOCAUST--

-- ONCE
AND FOR
ALL --

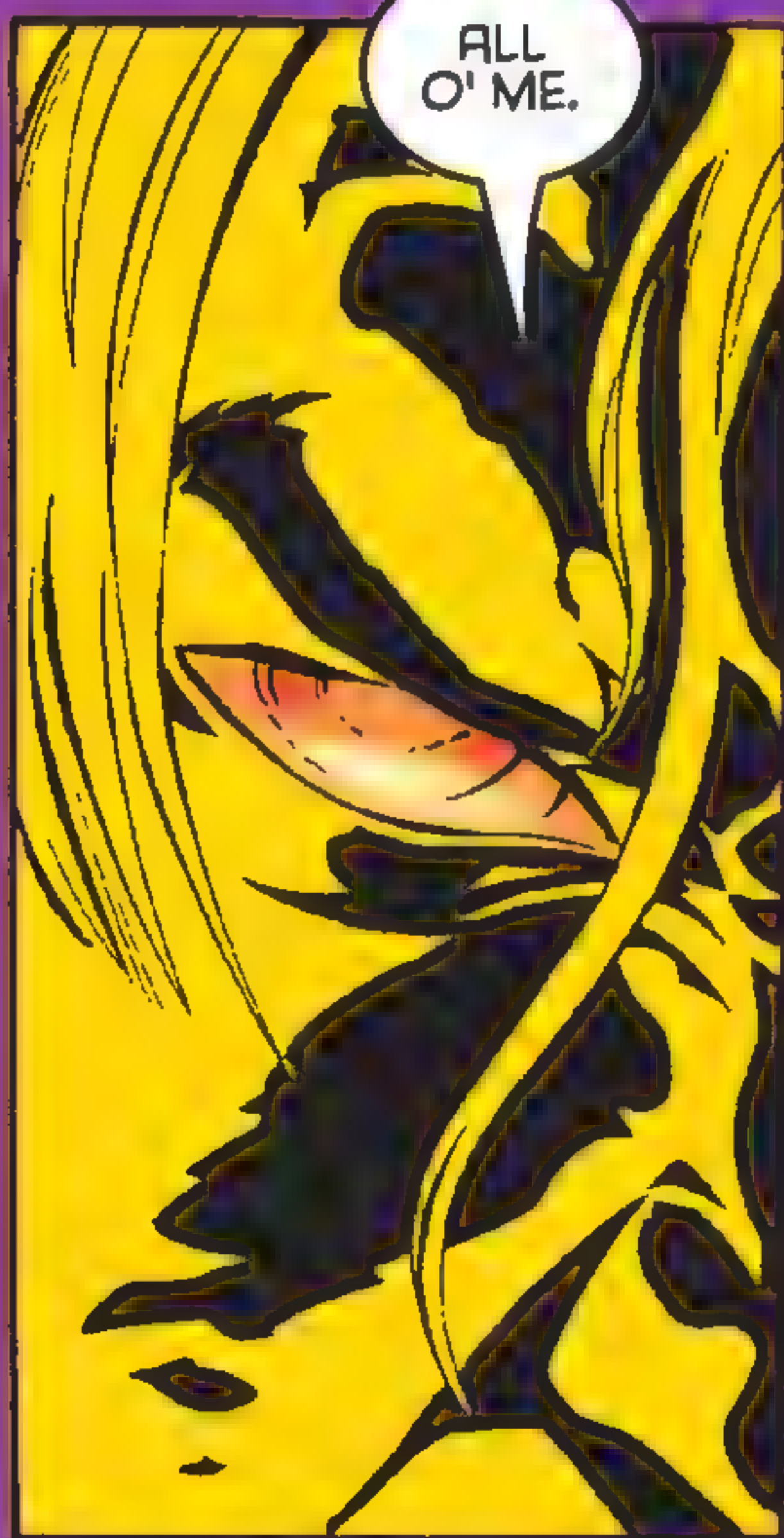


IN THE BLINK OF AN EYE, NATE TELEKINETICALLY LIFTS UPWARDS...

... CREATING A HIGH IMPENETRABLE TK SPHERE AROUND HIMSELF AND HOLOCAUST.



-- YOU GOT ME!



LONDON...

ALL
ROADS STILL
LEAD TO NATE,
IT SEEMS.

I'M IN A
BEAUTIFUL OLD
CITY -- ON A SIMPLE
FORAY FOR A MISTRESS
WHO'S BEEN GOOD
TO ME--

-- AND ALL I CAN DO
IS *WONDER...*

WONDER
IF I'VE EVER
BEEN HERE BEFORE.
IF I'VE EVER BEEN
TO THE *AMERICAS*--
OR *ASIA*, OR *AFRICA*,
FOR THAT
MATTER.

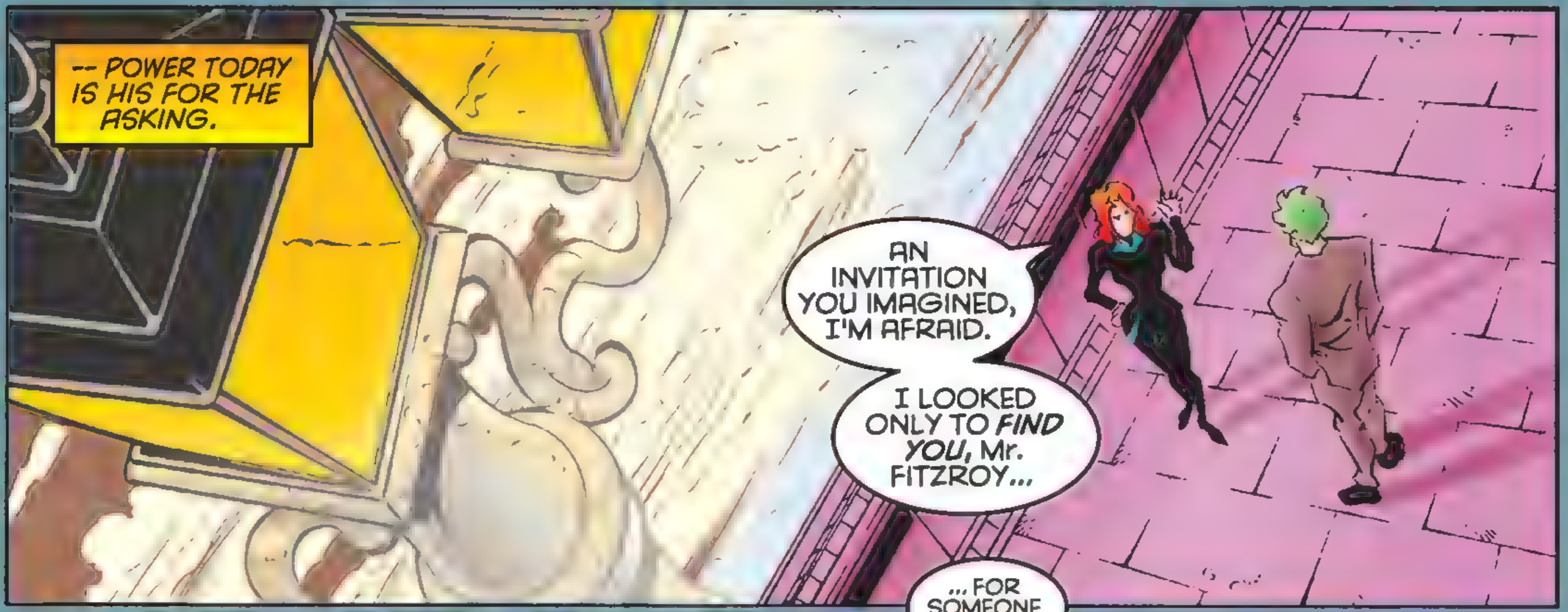
-- IF I'VE
EVER EVEN BEEN
ANYWHERE BUT THE
REGIONS OF *EUROPE*
I FOUND MYSELF
WANDERING
WITH...

SURPRISE,
MY DEAR.

I DECIDED
TO ACCEPT
YOUR GRACIOUS
INVITATION
AFTER ALL.

TREVOR FITZROY
IS NOT THE MODERN
GENTLEMAN HE
APPEARS TO BE.

MUTANT REFUGEE FROM A
FUTURE THAT MUST NEVER
HAPPEN -- A LONG NIGHT TO
COME WHEN HOMO SAPIEN
AND SUPERIOR ALIKE HAVE
BOTH FALLEN VICTIM TO THEIR
OWN WORST INSTINCTS--



-- POWER TODAY
IS HIS FOR THE
ASKING.

AN
INVITATION
YOU IMAGINED,
I'M AFRAID.

I LOOKED
ONLY TO FIND
YOU, MR.
FITZROY...

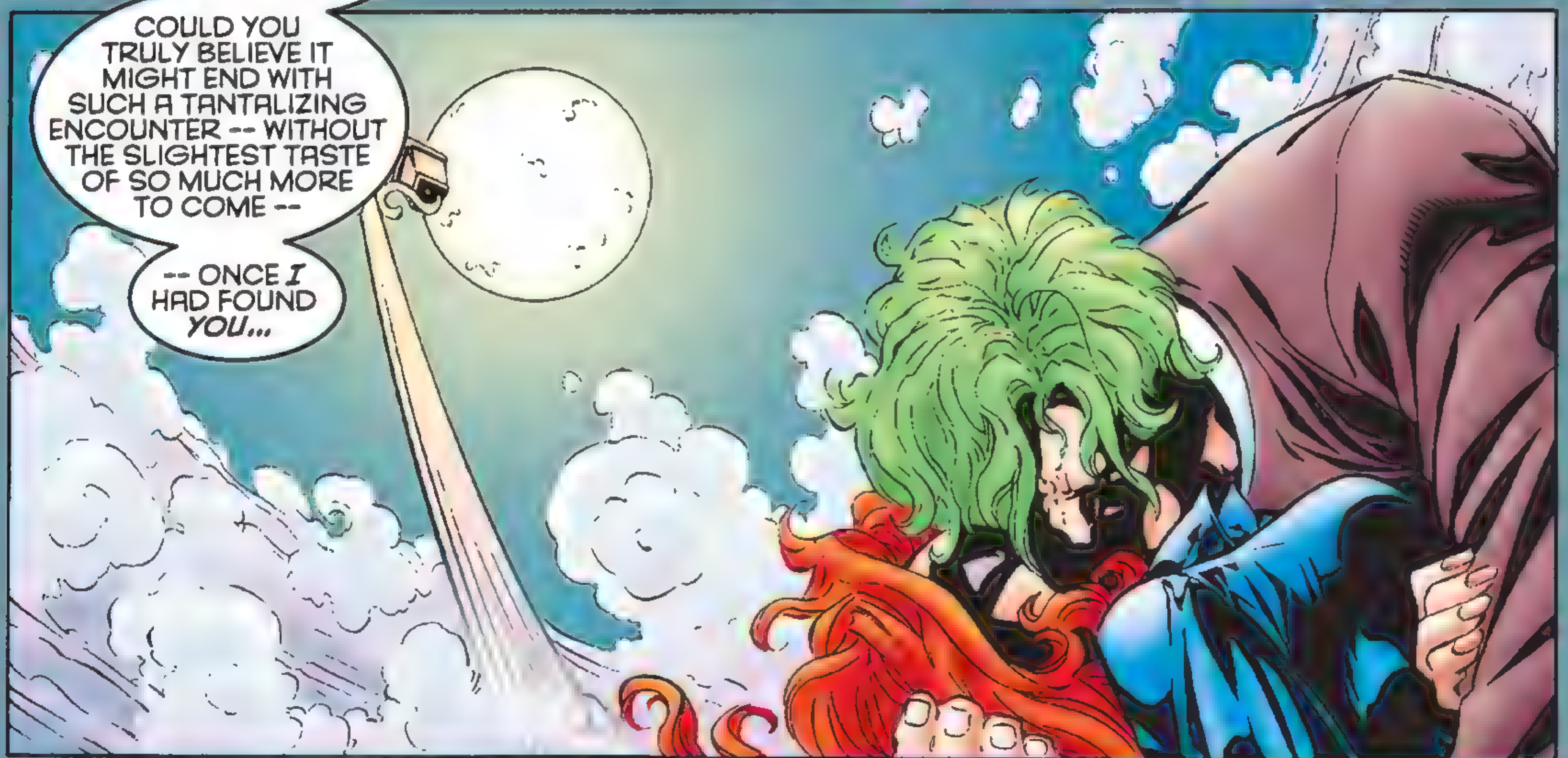
... FOR
SOMEONE
ELSE.



BUT TREVOR
NEVER ASKS.

FOR
ANYTHING.

YOUR FIRST
STALEMATE,
MY PURRING
HELLCAT.



COULD YOU
TRULY BELIEVE IT
MIGHT END WITH
SUCH A TANTALIZING
ENCOUNTER -- WITHOUT
THE SLIGHTEST TASTE
OF SO MUCH MORE
TO COME --

-- ONCE I
HAD FOUND
YOU...



=>PPH<=

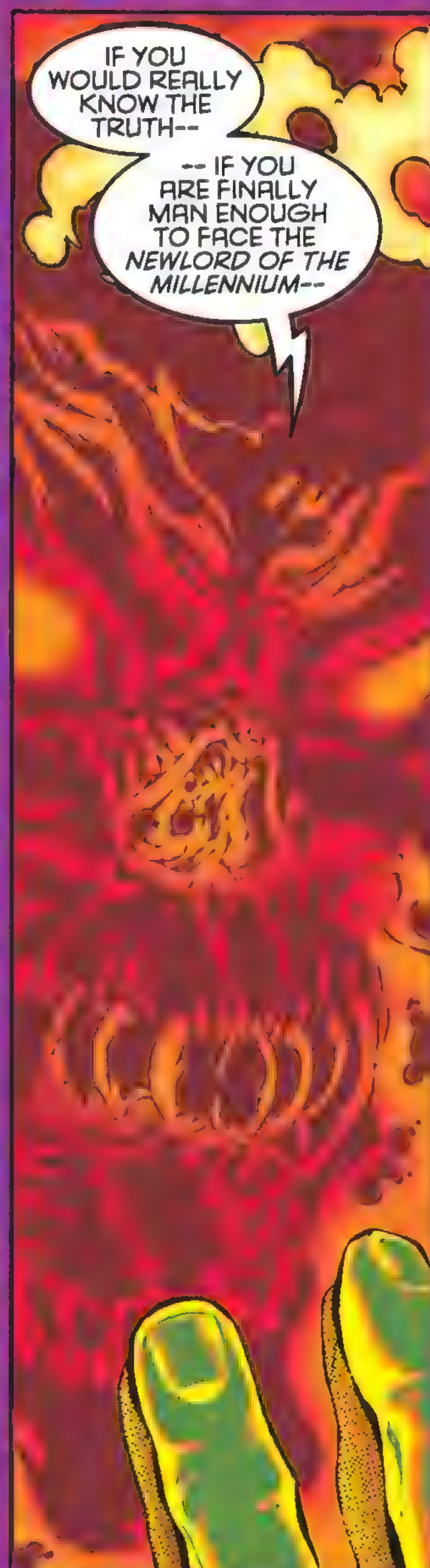
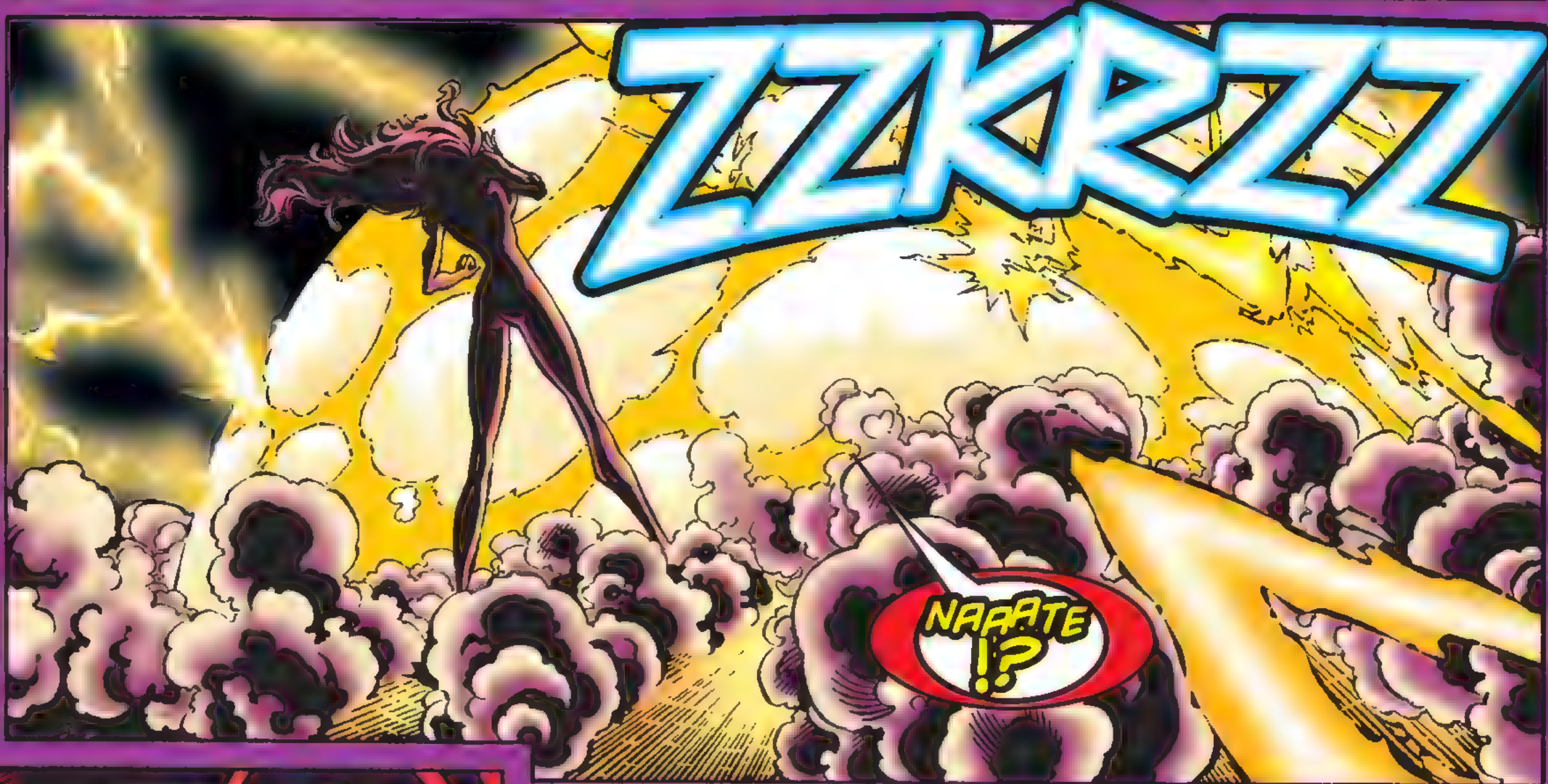
WHO --
WHAT -- IN
THE WORLD
ARE YOU,
WOMAN..?

SUCH
A COLD
AND HOLLOW
FIRE, NO
NATURAL
FLAME TO
SPEAK
OF..?

WHAT'S
THE MATTER,
FITZROY?

YOU
DON'T WANT ME
ANYMORE..?!





" -- JOIN
US... "

SLAP

SHE
SENT YOU,
DID SHE
NOT..?

YOU ARE
MERELY THE TAIL
OF THE CAT, WAGGED
TO LURE ME
OUT INTO THE
OPEN...

... TO
EXPOSE ME TO
THE WITCH OF ALL
WITCHES.

BUT
IN MY
TIME --

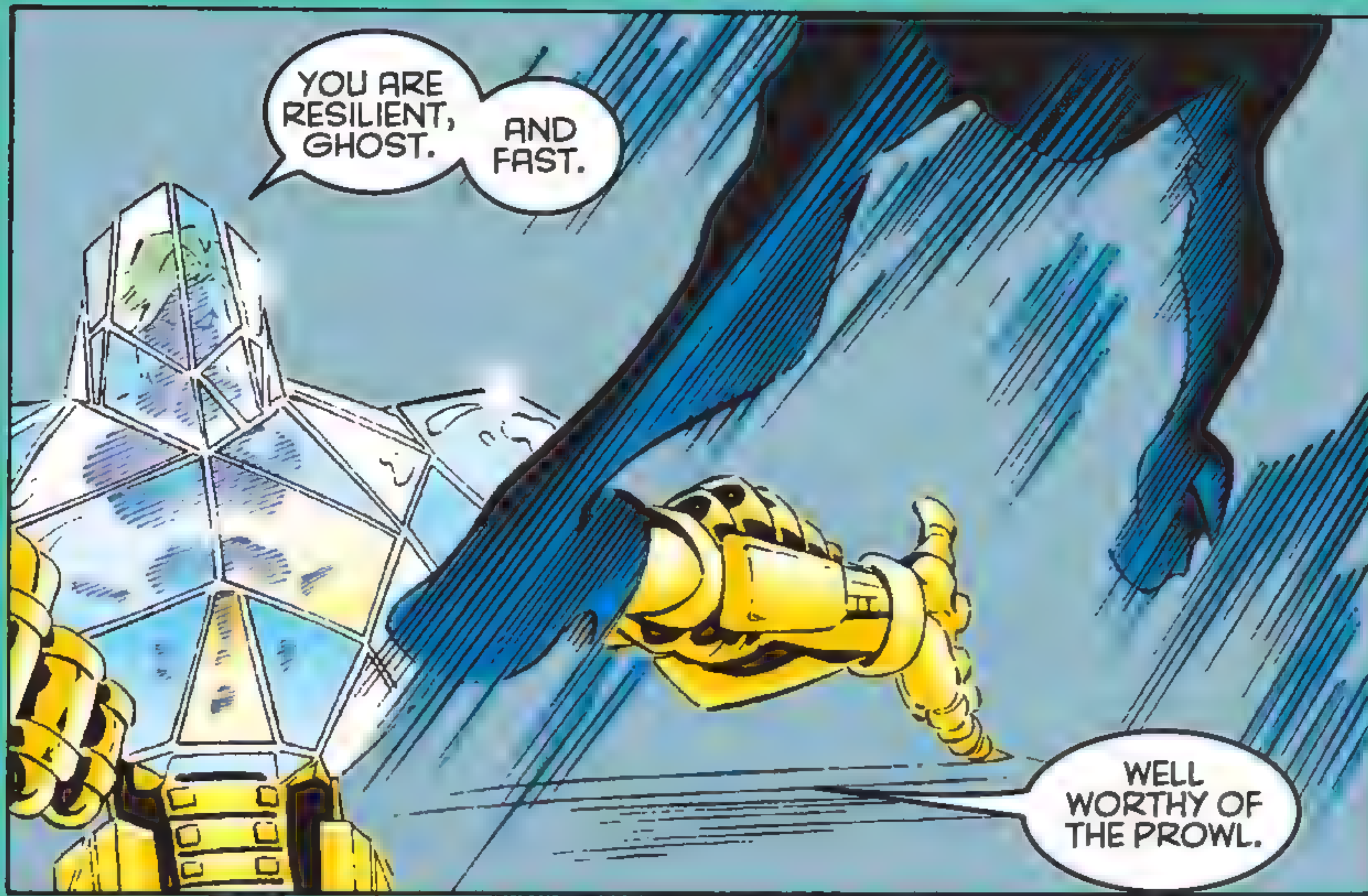
-- THE
END OF AN
ERA THAT I
WILL LIVE TO
RULE --

-- DO
NOT DARE
DOUBT
IT --

-- WE
BUILT A
BETTER MOUSE-
TRAP!

POW

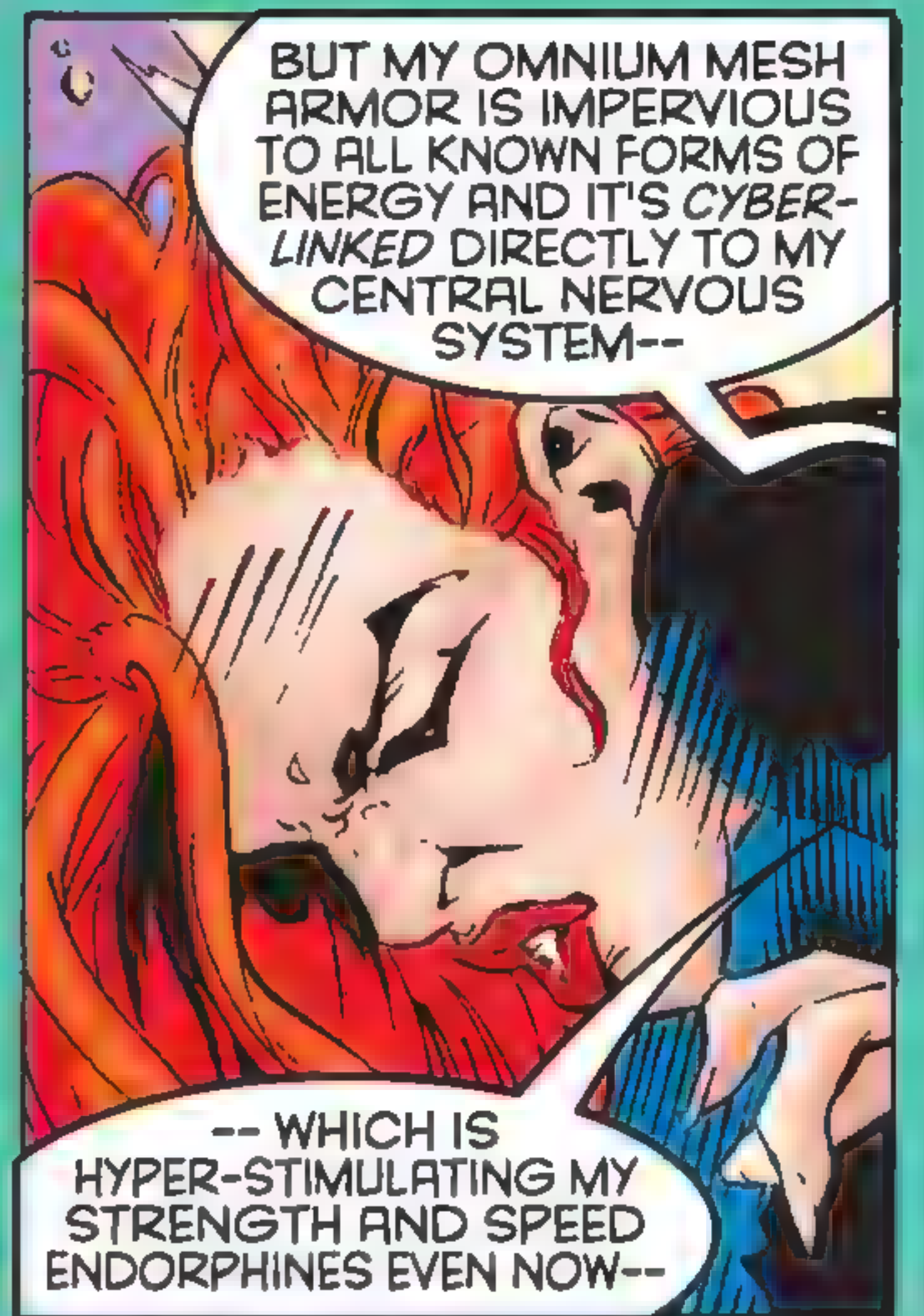
цннн...



YOU ARE
RESILIENT,
GHOST.

AND
FAST.

WELL
WORTHY OF
THE PROWL.

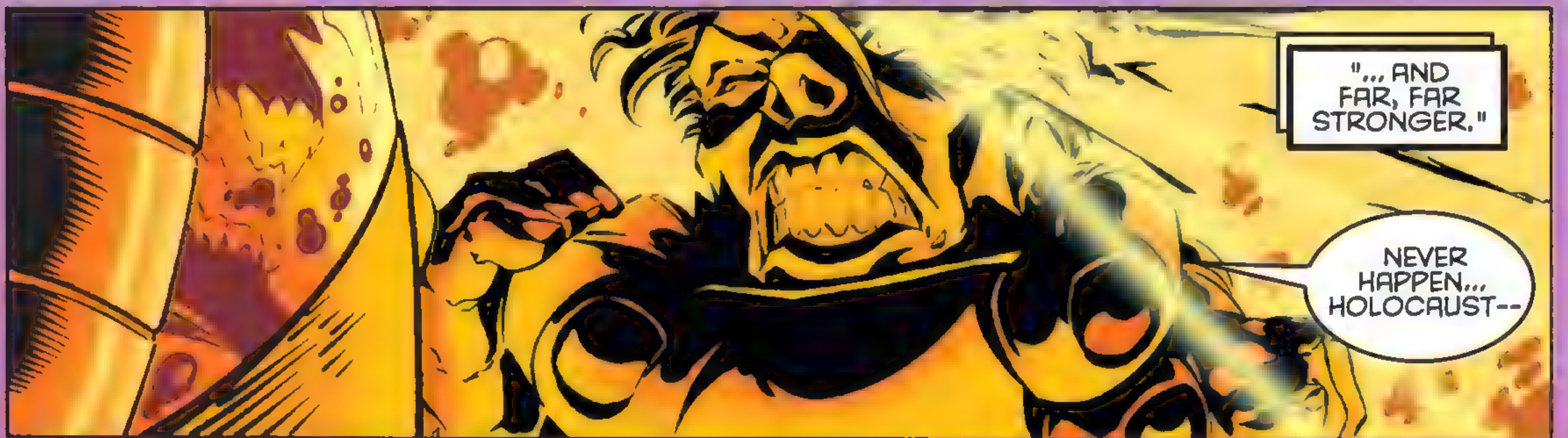


BUT MY OMNIUM MESH
ARMOR IS IMPERVIOUS
TO ALL KNOWN FORMS OF
ENERGY AND IT'S CYBER-
LINKED DIRECTLY TO MY
CENTRAL NERVOUS
SYSTEM--

-- WHICH IS
HYPER-STIMULATING MY
STRENGTH AND SPEED
ENDORPHINES EVEN NOW--



-- MAKING
ME THAT MUCH
FASTER...



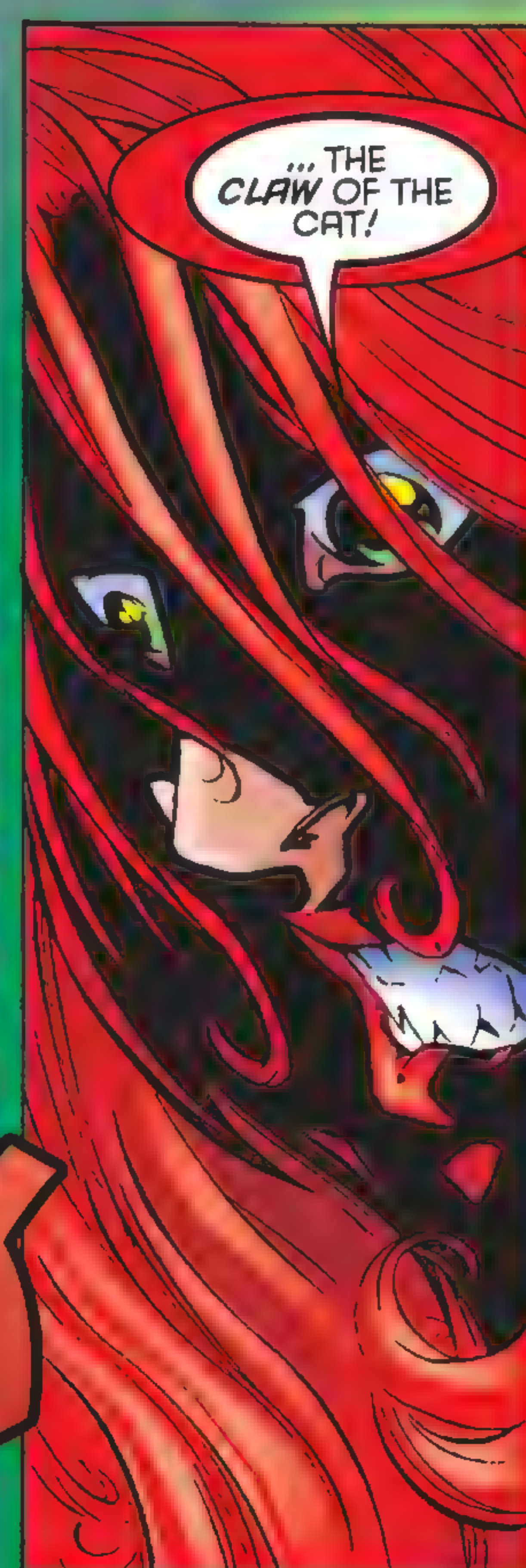
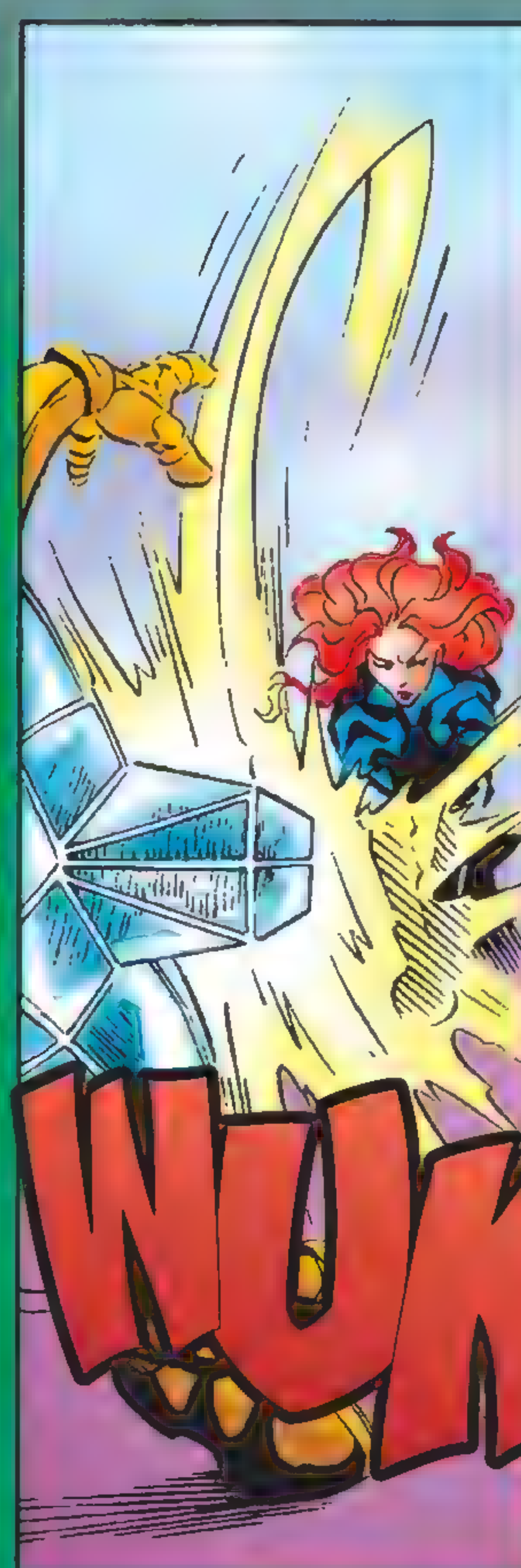
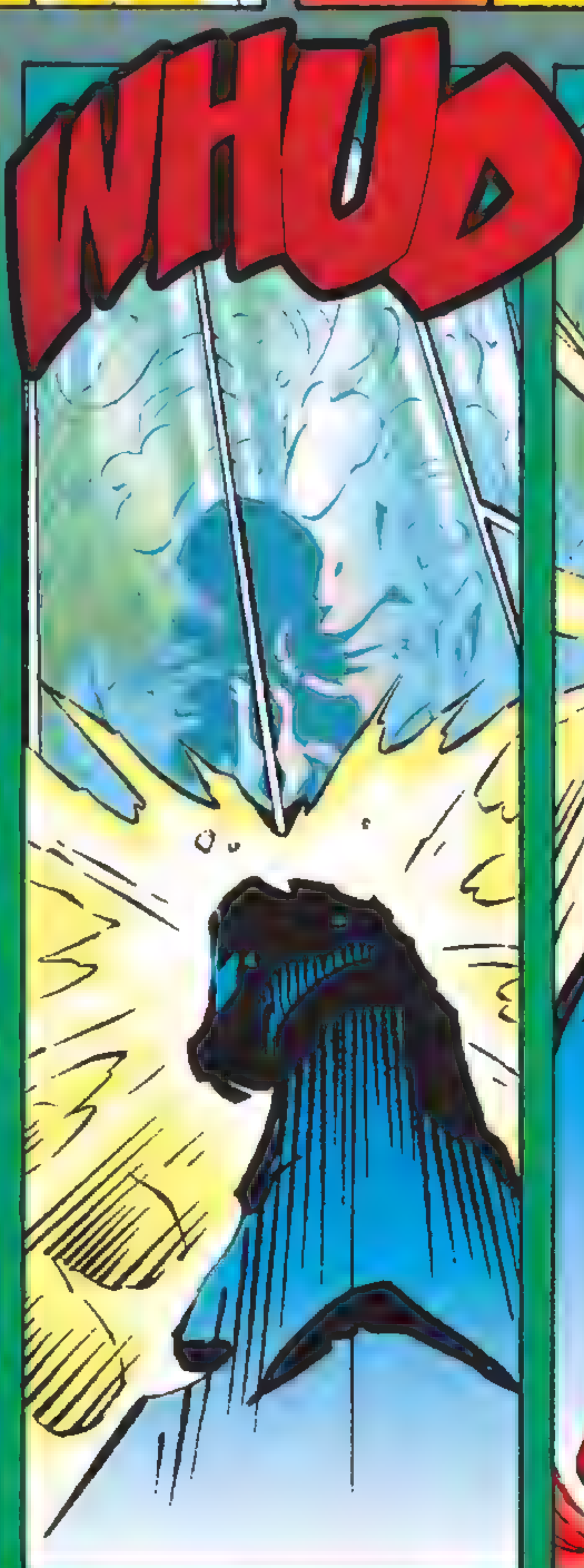
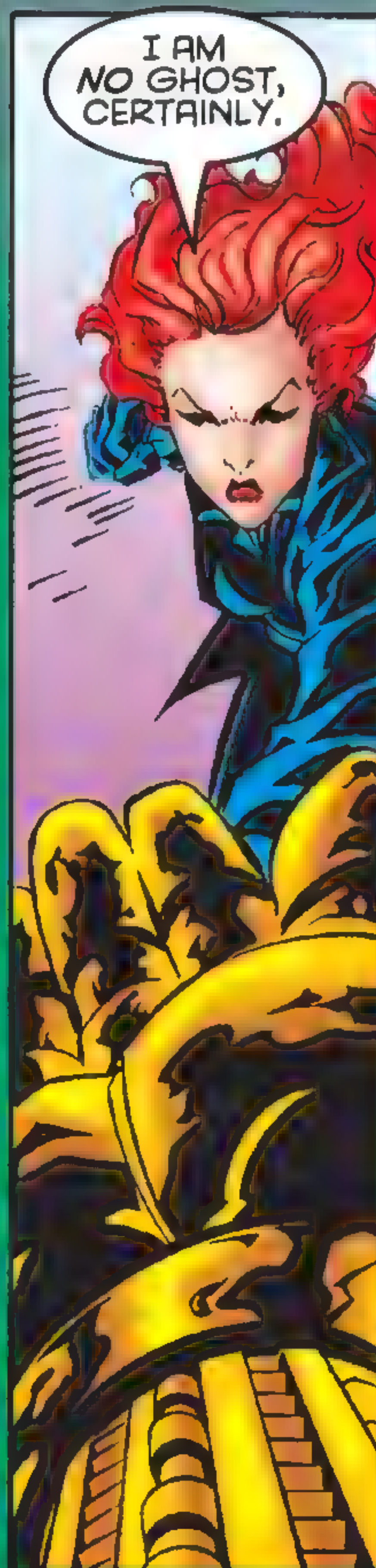
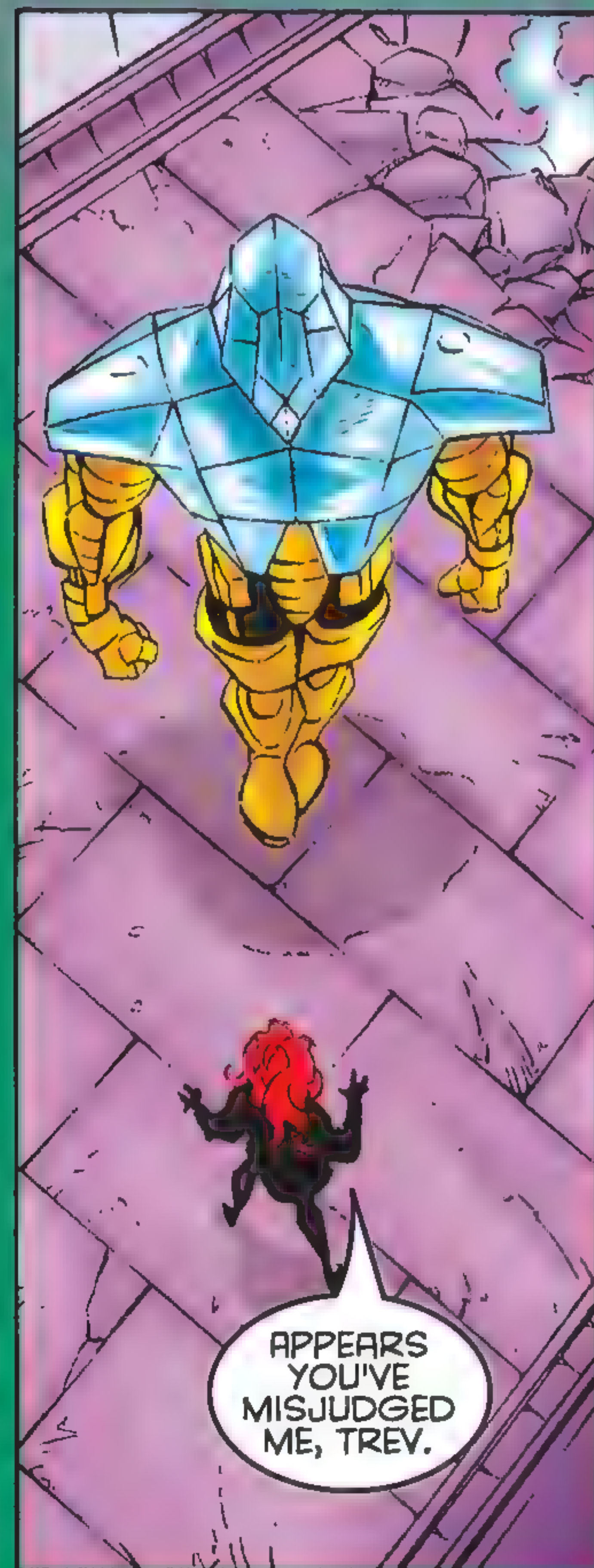
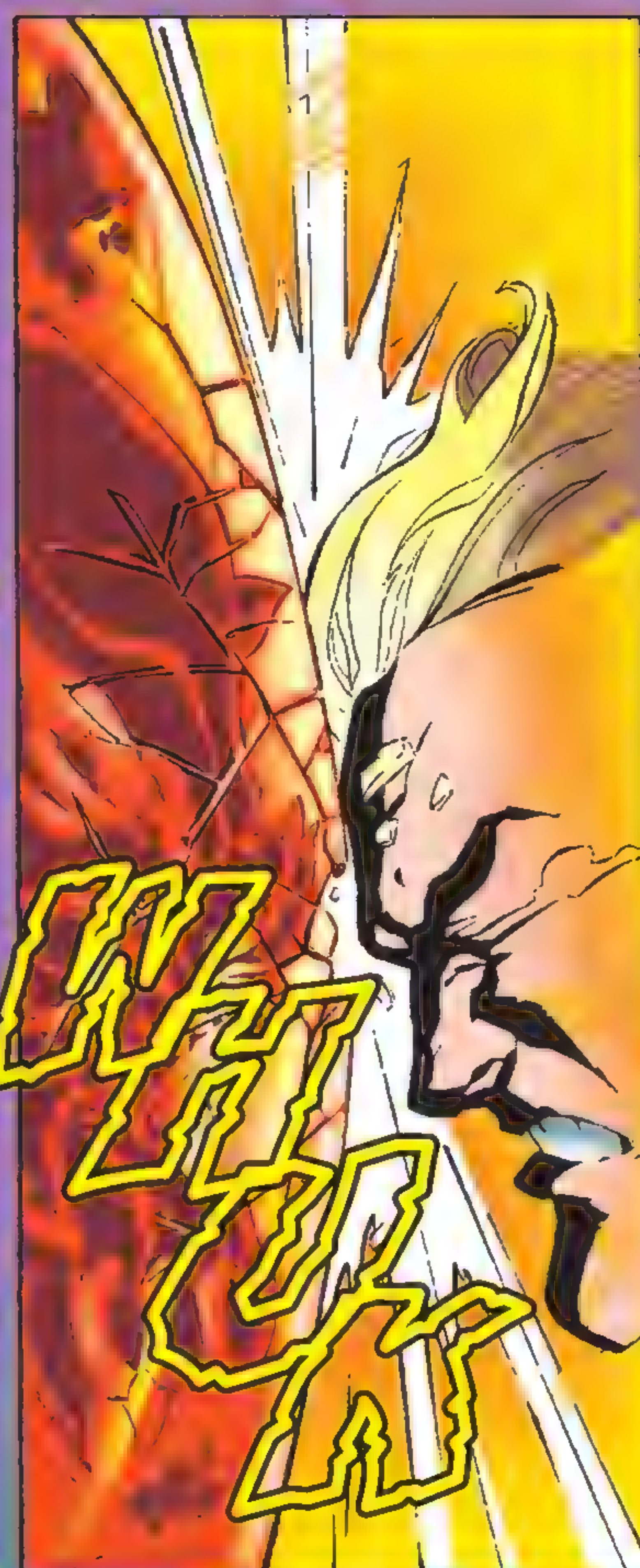
"... AND
FAR, FAR
STRONGER."

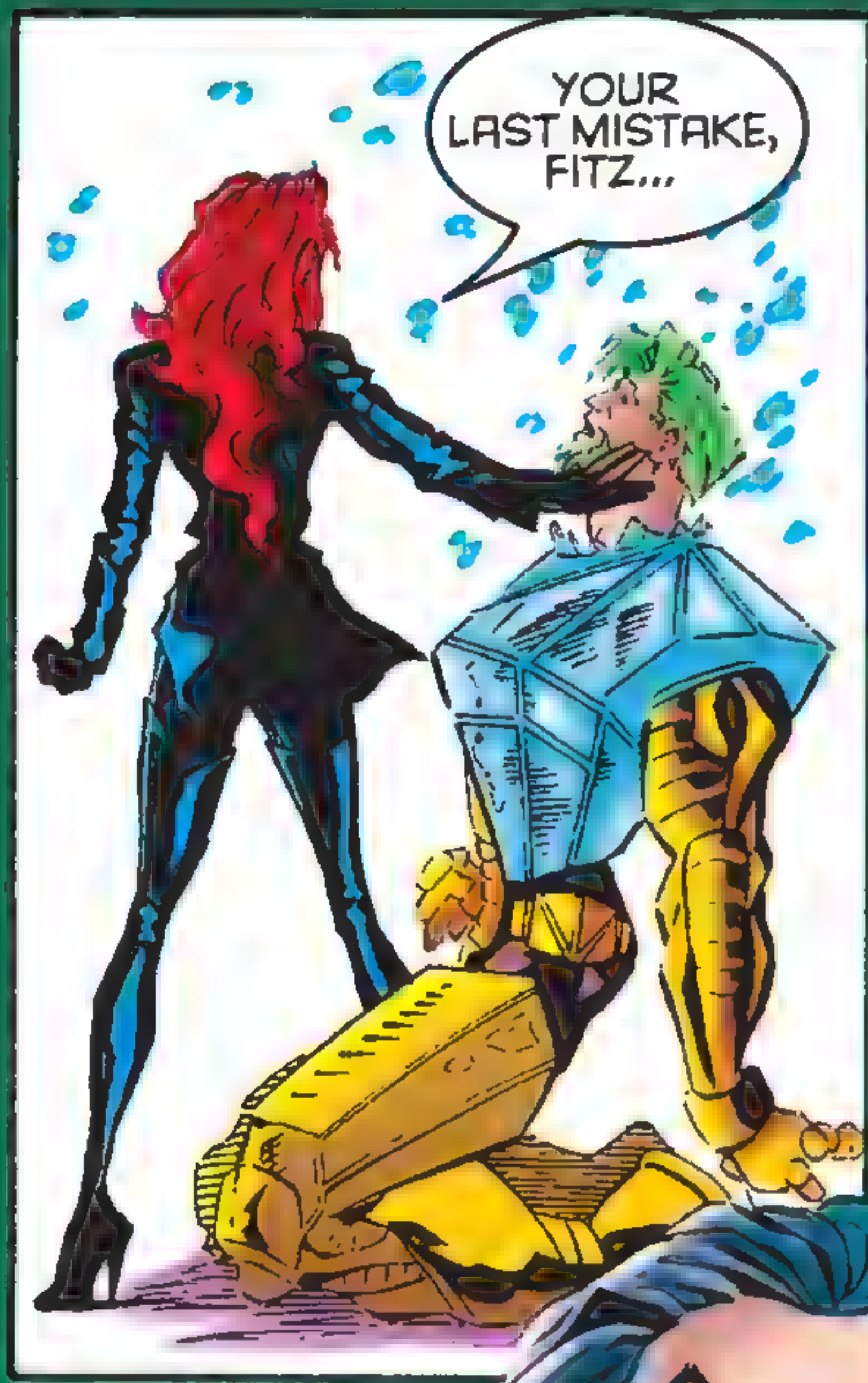
NEVER
HAPPEN...
HOLOCAUST--



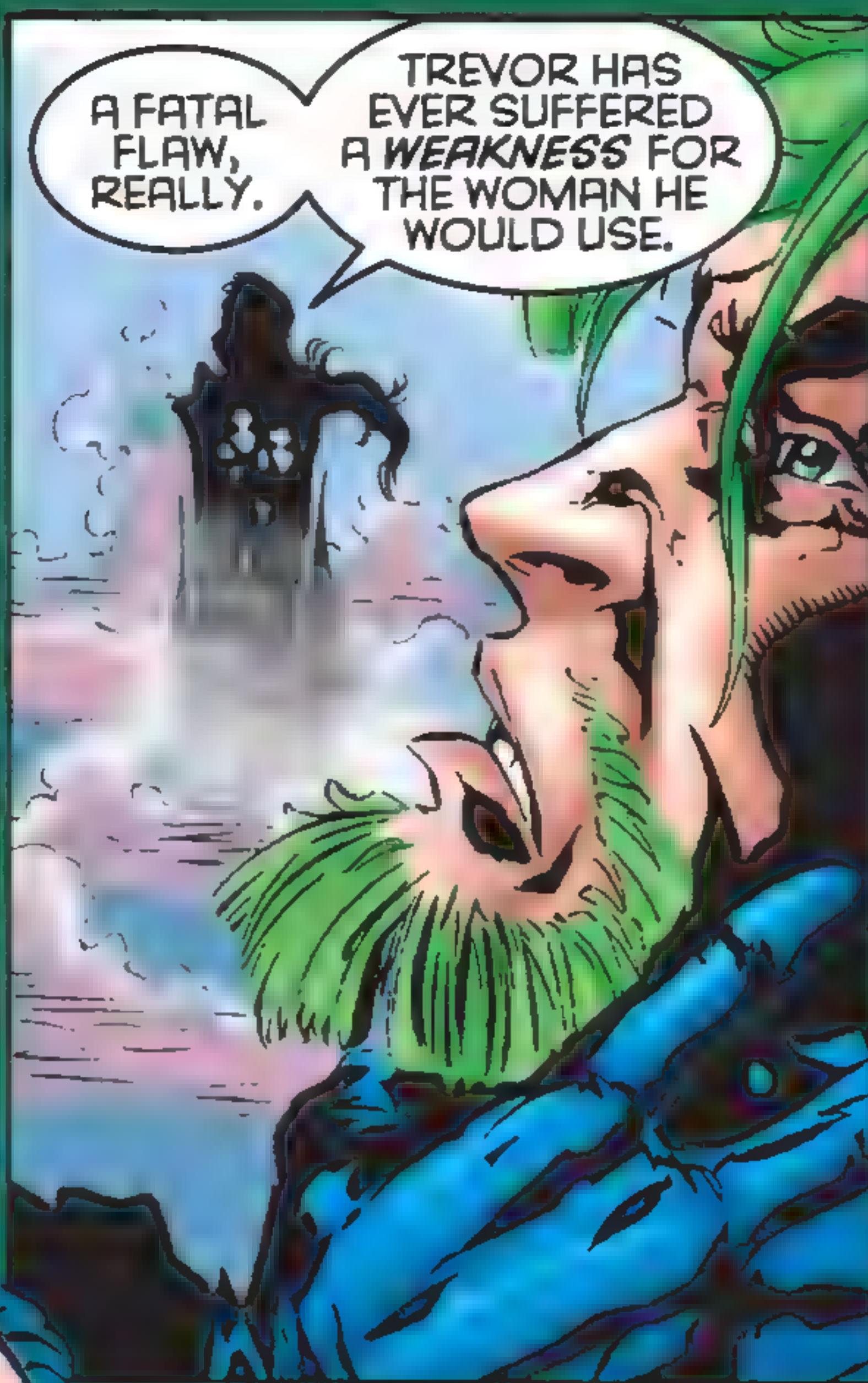
- NEVER!

I'LL
NEVER BOW
TO THE BEAST
YOU OBEY...





YOUR
LAST MISTAKE,
FITZ...



A FATAL
FLAW,
REALLY.

TREVOR HAS
EVER SUFFERED
A *WEAKNESS* FOR
THE WOMAN HE
WOULD USE.

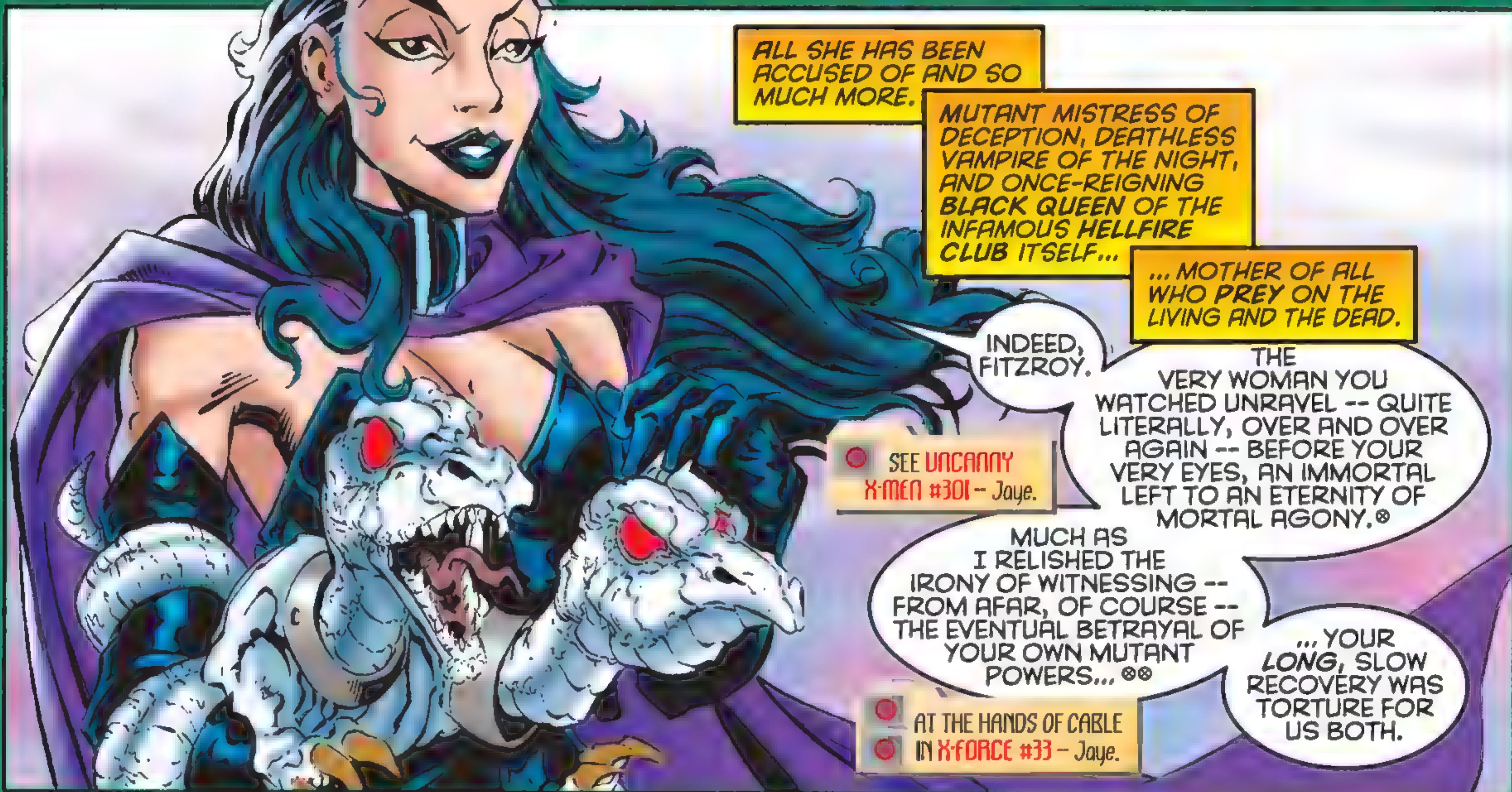


AND A
DANGEROUS
HABIT OF UNDER-
ESTIMATING
US.

Y-YOU--

-- IT
IS
YOU --

-- SELENE... !



ALL SHE HAS BEEN
ACCUSED OF AND SO
MUCH MORE.

MUTANT MISTRESS OF
DECEPTION, DEATHLESS
VAMPIRE OF THE NIGHT,
AND ONCE-REIGNING
BLACK QUEEN OF THE
INFAMOUS HELLFIRE
CLUB ITSELF...

... MOTHER OF ALL
WHO PREY ON THE
LIVING AND THE DEAD.

INDEED,
FITZROY.

SEE *UNCANNY
X-MEN* #301 - Jaye.

THE
VERY WOMAN YOU
WATCHED UNRAVEL -- QUITE
LITERALLY, OVER AND OVER
AGAIN -- BEFORE YOUR
VERY EYES, AN IMMORTAL
LEFT TO AN ETERNITY OF
MORTAL AGONY.®

MUCH AS
I RELISHED THE
IRONY OF WITNESSING --
FROM AFAR, OF COURSE --
THE EVENTUAL BETRAYAL OF
YOUR OWN MUTANT
POWERS... ®®

AT THE HANDS OF CABLE
IN *X-FORCE* #33 - Jaye.

... YOUR
LONG, SLOW
RECOVERY WAS
TORTURE FOR
US BOTH.



VENGEANCE
IS A GRAND AND
GLORIOUS FIRST
OFFERING, LADY
MADELYNE --



-- WITH SO
MUCH MORE
STILL TO
OFFER...

N-NO
NO...



NOOOOO



YOUR VICTORY, BOY -- SUCH AS IT IS --

-- IS PYRRHIC AT BEST.



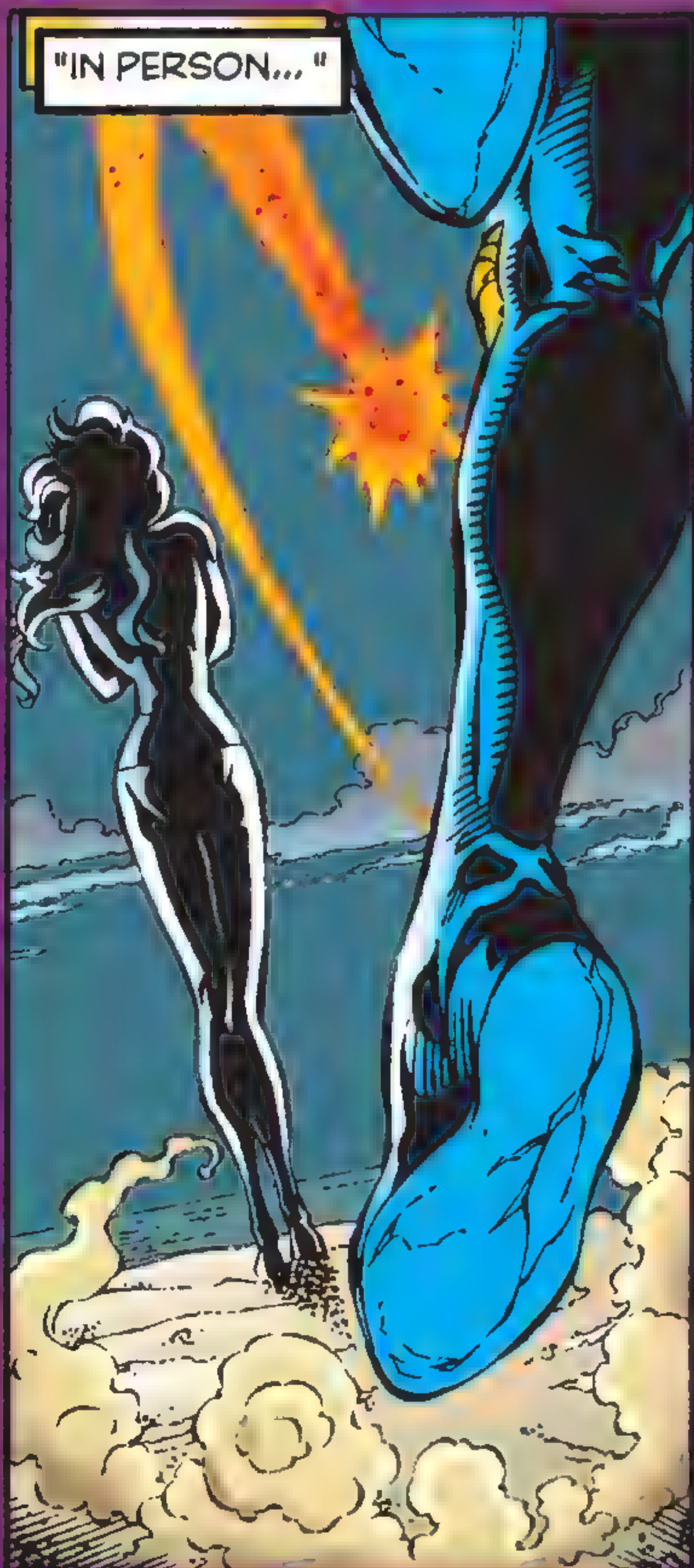
YOU HAVE BARED YOUR *ALL* NOW, YOUR POSSIBILITIES AND POTENTIAL...



YOUR LIMITS AND LIABILITIES.

YOUR OWN POWER WILL BE THE DEATH OF YOU YET, NATE GREY.

ONSLAUGHT HIMSELF WILL SURELY COME FOR YOU NOW.



"IN PERSON..."



WE CAN'T KEEP DOING THIS, YOU KNOW? EVERY TIME YOU FALL INTO BATTLE YOU RISK YOUR LIFE.

WE HAVE TO FIND HELP.

IF WE CAN REACH MUIR ISLAND, CONTACT THE X-MEN IN --

NO.

I HAVE REASON NOT TO TRUST ANY WHO WEAR THE COLORS OF XAVIER, THRENOODY...

... YOU KNOW THAT.



THAT CASE, NATE, THERE ARE OTHER *HEROES* ON THIS WORLD -- POWERFUL HEROES THAT WILL HELP -- IN THE CITY OF NEW YORK. THERE'S A PLACE CALLED *AVENGERS' MANSION*. T'START, OR YOU COULD LOOK FOR THE *FANTASTIC FOUR* AT THE *BAXTER* --

I'M LISTENIN' THREN.

TELL ME ABOUT THESE AVENGERS...

NEXT: **STRANGE ALLIANCES...** **GUEST-STARRING** **FORCE**

BUT FIRST, BE SURE TO PICK UP **AVENGERS #400**

MARVEL
COMICS

X-MEN

JUNE '96 53



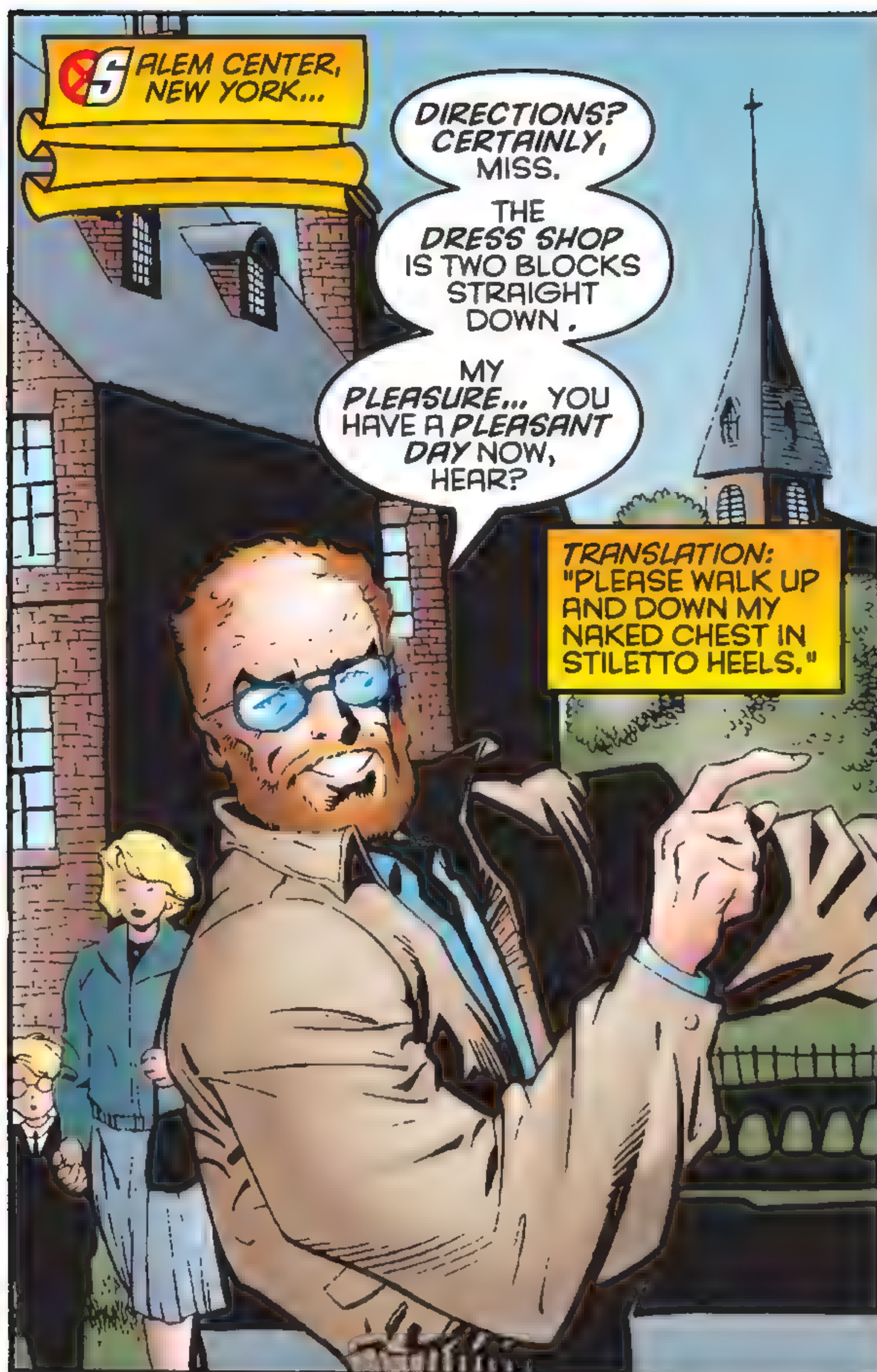
X-MEN

In the
Clutches of...



POUSLAUGHT

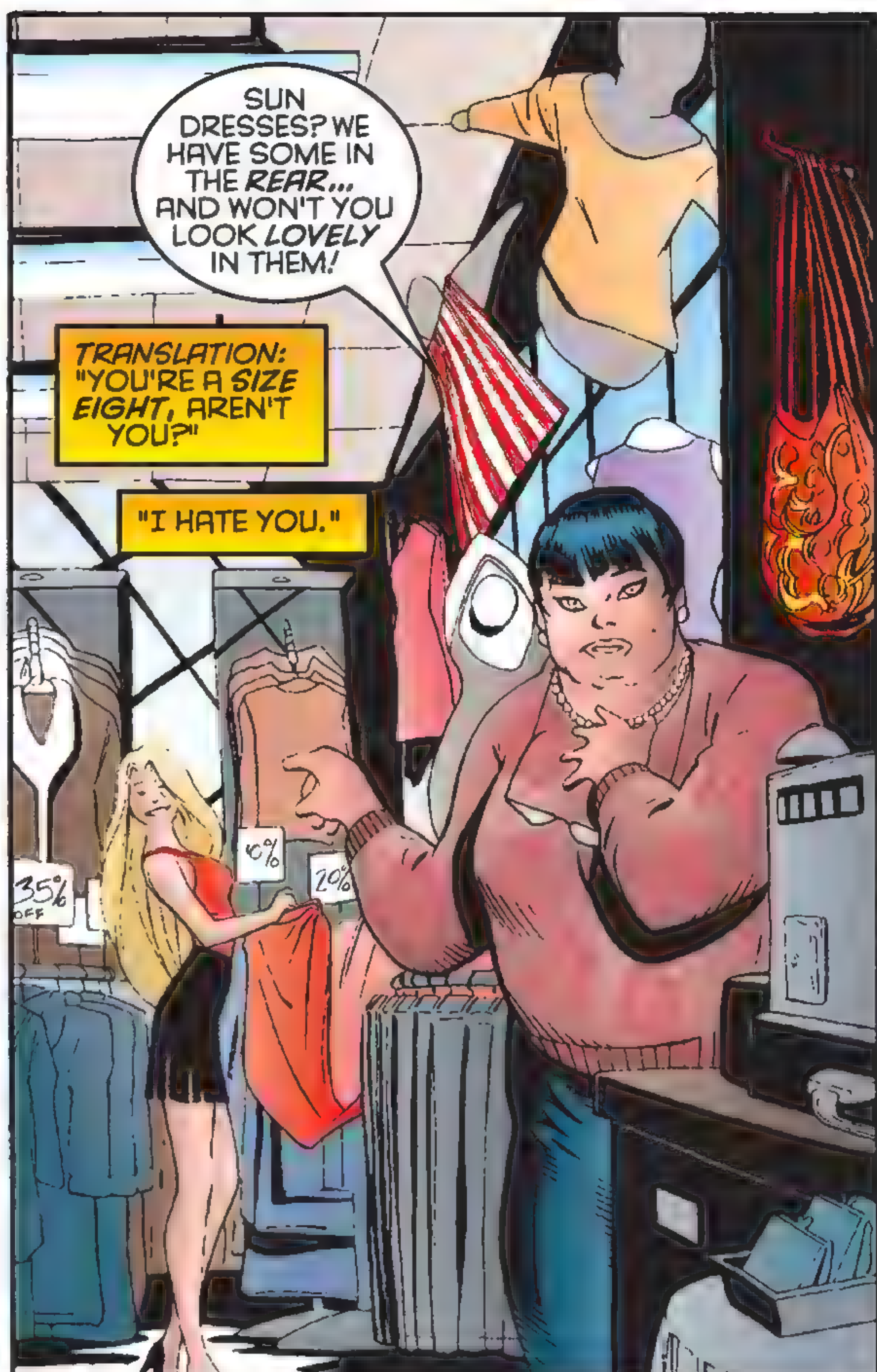
TM



DIRECTIONS?
CERTAINLY,
MISS.
THE
DRESS SHOP
IS TWO BLOCKS
STRAIGHT
DOWN.

MY
PLEASURE... YOU
HAVE A PLEASANT
DAY NOW,
HEAR?

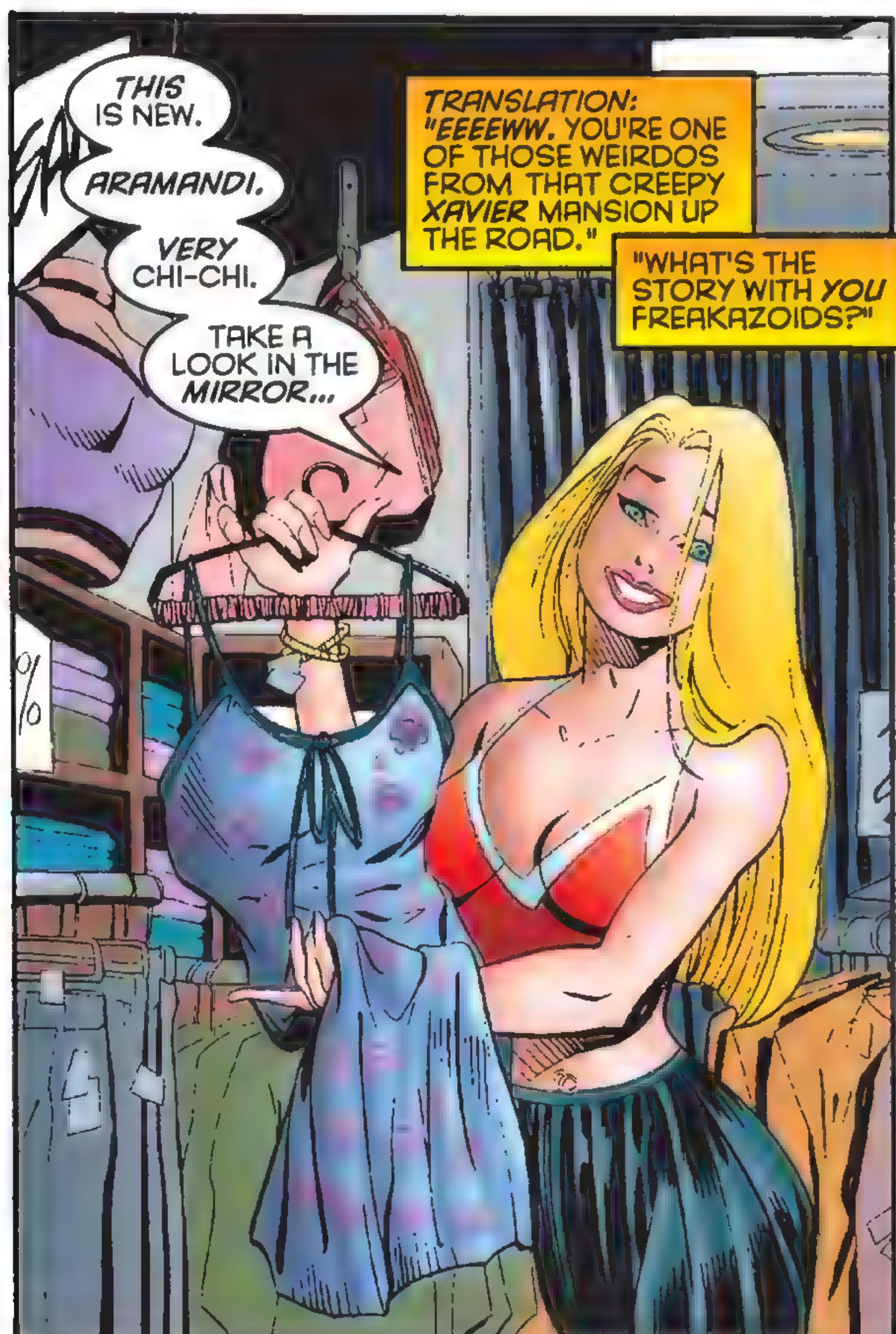
TRANSLATION:
"PLEASE WALK UP
AND DOWN MY
NAKED CHEST IN
STILETTO HEELS."



SUN
DRESSES? WE
HAVE SOME IN
THE REAR...
AND WON'T YOU
LOOK LOVELY
IN THEM!

TRANSLATION:
"YOU'RE A SIZE
EIGHT, AREN'T
YOU?"

"I HATE YOU."



THIS
IS NEW.

ARAMANDI.

VERY
CHI-CHI.

TAKE A
LOOK IN THE
MIRROR...

TRANSLATION:
"EEEEWW. YOU'RE ONE
OF THOSE WEIRDOS
FROM THAT CREEPY
XAVIER MANSION UP
THE ROAD."

"WHAT'S THE
STORY WITH YOU
FREAKAZOIDS?"



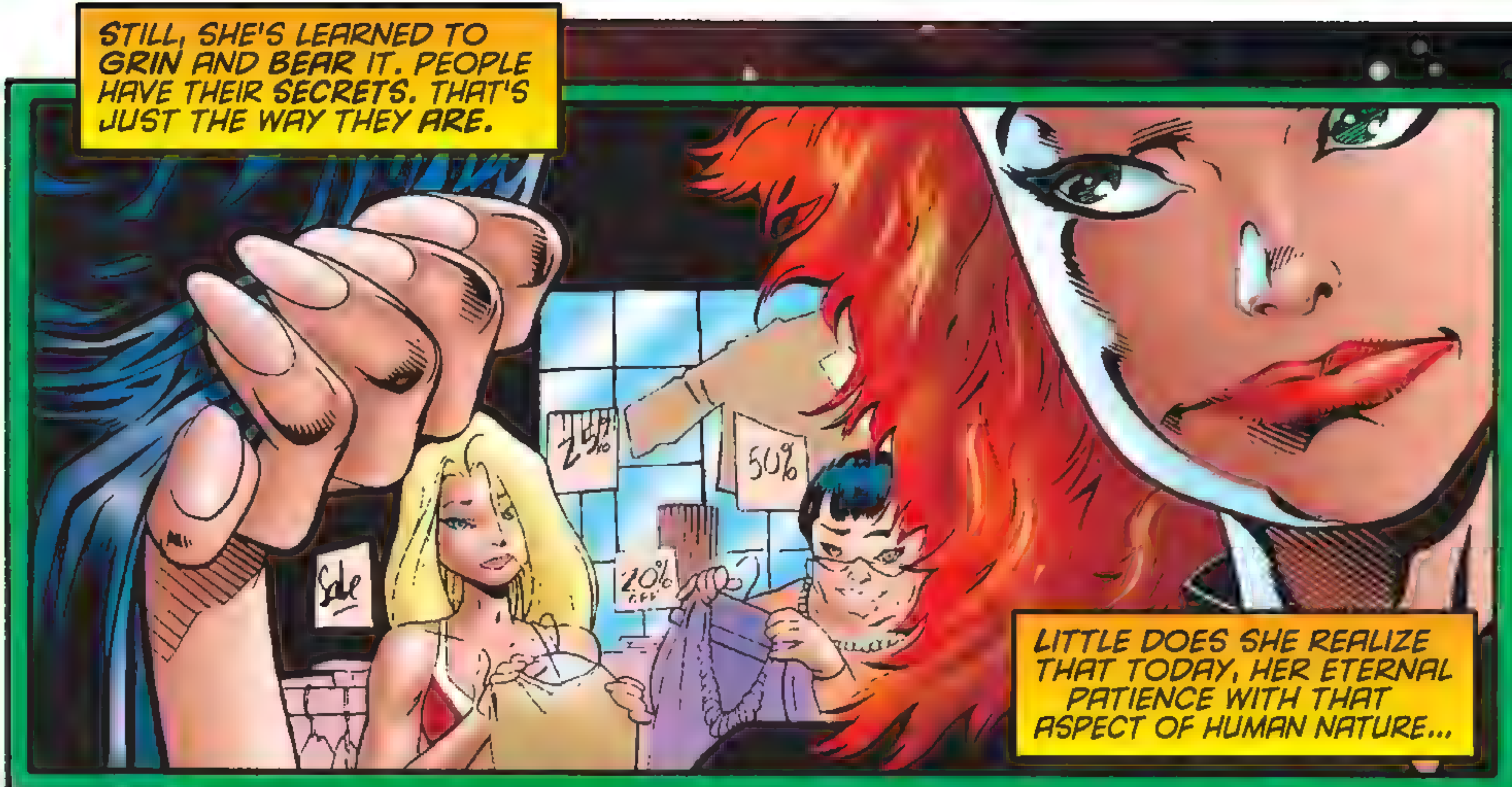
WELCOME TO A
DAY IN THE LIFE
OF A TELEPATH.

YEARS AGO, JEAN GREY RESIGNED
HERSELF TO THE MADNESS THAT WHAT
PEOPLE SAID AND WHAT THEY
THOUGHT WEREN'T OFTEN THE SAME.

NORMALLY, SHE'S
QUITE ACCOMPLISHED
AT TUNING OUT THE
HYPOCRISY... BUT
WHEN HER GUARD IS
DOWN...

... WHEN SHE'S JUST
TRYING TO HAVE A
DECENT SATURDAY...
SCREENING'S SIMPLY
TOO MUCH OF A
CHORE.

STILL, SHE'S LEARNED TO GRIN AND BEAR IT. PEOPLE HAVE THEIR SECRETS. THAT'S JUST THE WAY THEY ARE.



LITTLE DOES SHE REALIZE THAT TODAY, HER ETERNAL PATIENCE WITH THAT ASPECT OF HUMAN NATURE...

... WILL BE PUT TO A TERRIFYING TEST.

HELLO, JEAN.

YOU DO NOT KNOW ME... BUT TRUST ME...

... WE HAVE MUCH TO DISCUSS...

STAN LEE PRESENTS **X-men**
AN ADVENTURE OF THE

FALSE FRONT

THE EVENTS IN THIS ISSUE TAKE PLACE AFTER **X-FORCE** #55 - Bob!

MARK WAID STORY ANDY KUBERT PENCILS CAM SMITH WITH AN ASSIST FROM JOHN DELL ON P. 6 INKS

RICHARD STARKINGS AND COMICRAFT
LETTERING

JOE ROSAS
COLORS

MALIBU
ENHANCEMENT

BOB HARRAS
EDITOR



THIS IS THE *ASTRAL PLANE*! BUT HOW DID I GET..?

WHO ARE..?

I BROUGHT YOU HERE. CALL ME A *SYMPATHIZER*. A *KINDRED SPIRIT* OF THE *HOMO SUPERIOR* RACE.

SOMEONE ANXIOUS TO *PREPARE* YOU FOR YOUR ROLE AS A *KEY PLAYER* IN THE DAYS SOON TO *COME*...

...THE DAYS IN WHICH *HUMAN-MUTANT RELATIONS* WILL FINALLY...

...AFTER *DECADES* OF MISDEEDS AND *MISTRUST*...

...REACH THEIR *ULTIMATE FLASHPOINT*.

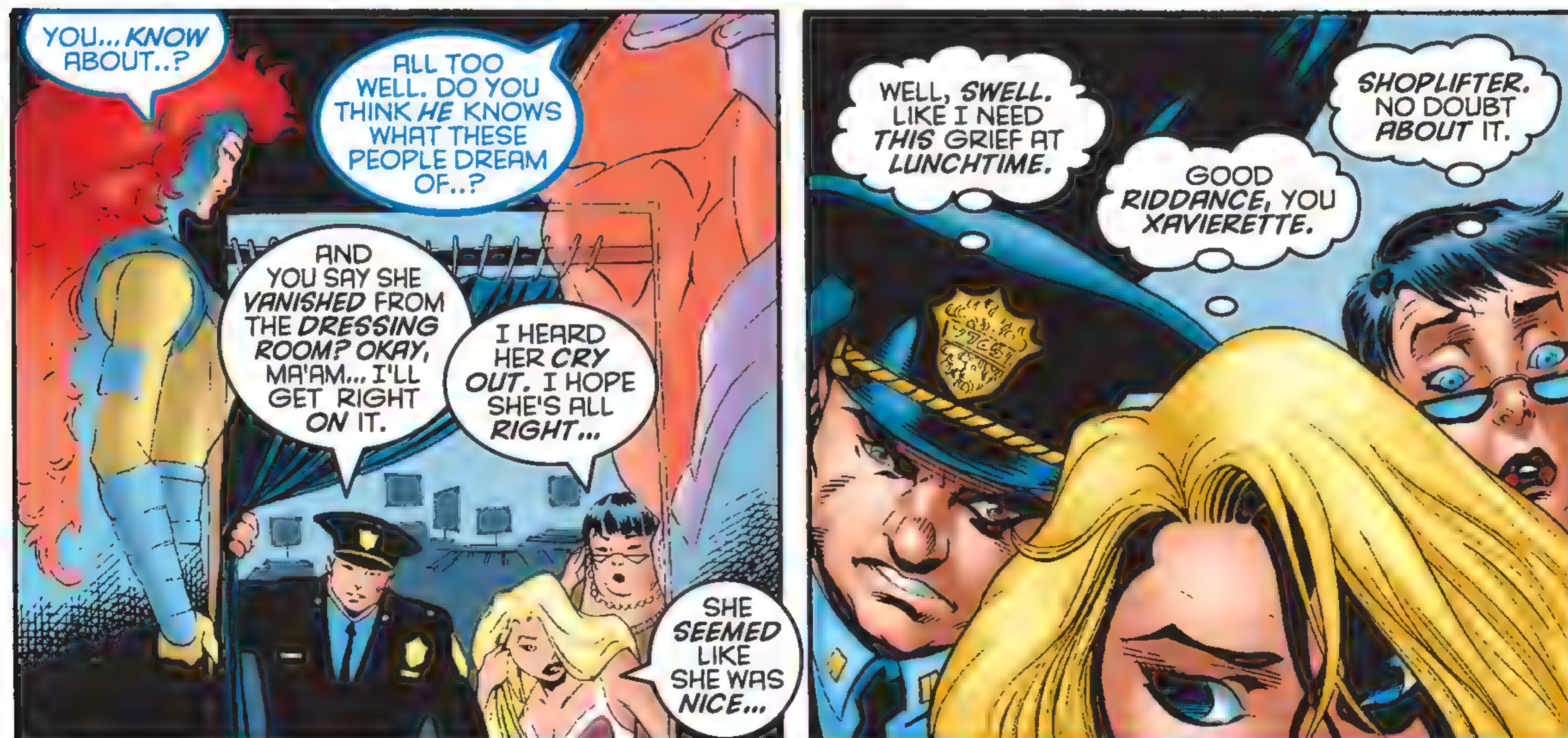
FLASHPOINT? THAT'S A LITTLE *DRAMATIC*, ISN'T IT?



TIMES ARE BAD FOR *MUTANTS*... AS BAD AS THEY'VE EVER *BEEN*, MAYBE...

...BUT WE FIGHT FOR A *BRIGHTER* TOMORROW. WE SHARE A --

"*DREAM*"? YOUR PRECIOUS PROFESSOR'S *DREAM*?



YOU... KNOW ABOUT..?

ALL TOO WELL. DO YOU THINK *HE* KNOWS WHAT THESE PEOPLE DREAM OF..?

AND YOU SAY SHE *VANISHED* FROM THE *DRESSING ROOM*? OKAY, MA'AM... I'LL GET RIGHT ON IT.

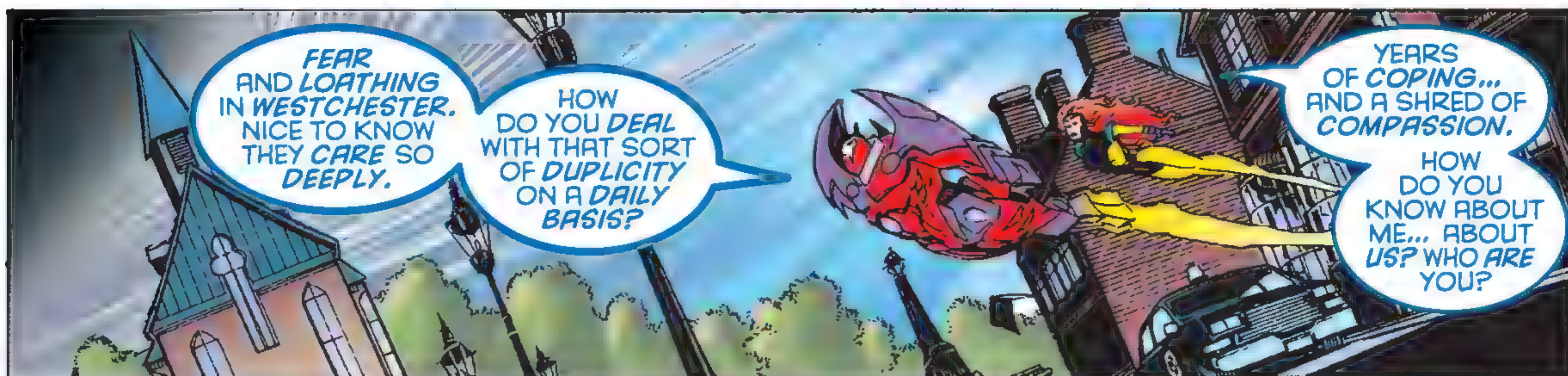
I HEARD HER *CRY OUT*. I HOPE SHE'S ALL *RIGHT*...

SHE *SEEMED* LIKE SHE WAS *NICE*...

WELL, *SWELL*. LIKE I NEED THIS *GRIEF* AT *LUNCHTIME*.

GOOD *RIDDANCE*, YOU *XAVIERETTE*.

SHOPLIFTER. NO DOUBT ABOUT IT.



FEAR
AND LOATHING
IN WESTCHESTER.
NICE TO KNOW
THEY CARE SO
DEEPLY.

HOW
DO YOU DEAL
WITH THAT SORT
OF DUPLICITY
ON A DAILY
BASIS?

YEARS
OF COPING...
AND A SHRED OF
COMPASSION.

HOW
DO YOU
KNOW ABOUT
ME... ABOUT
US? WHO ARE
YOU?



I AM
FRUSTRATION.



WHAT
DOES THAT
MEAN..?

WAIT!
WHAT ARE
YOU --



NO!
THE PEOPLE!
THEY --

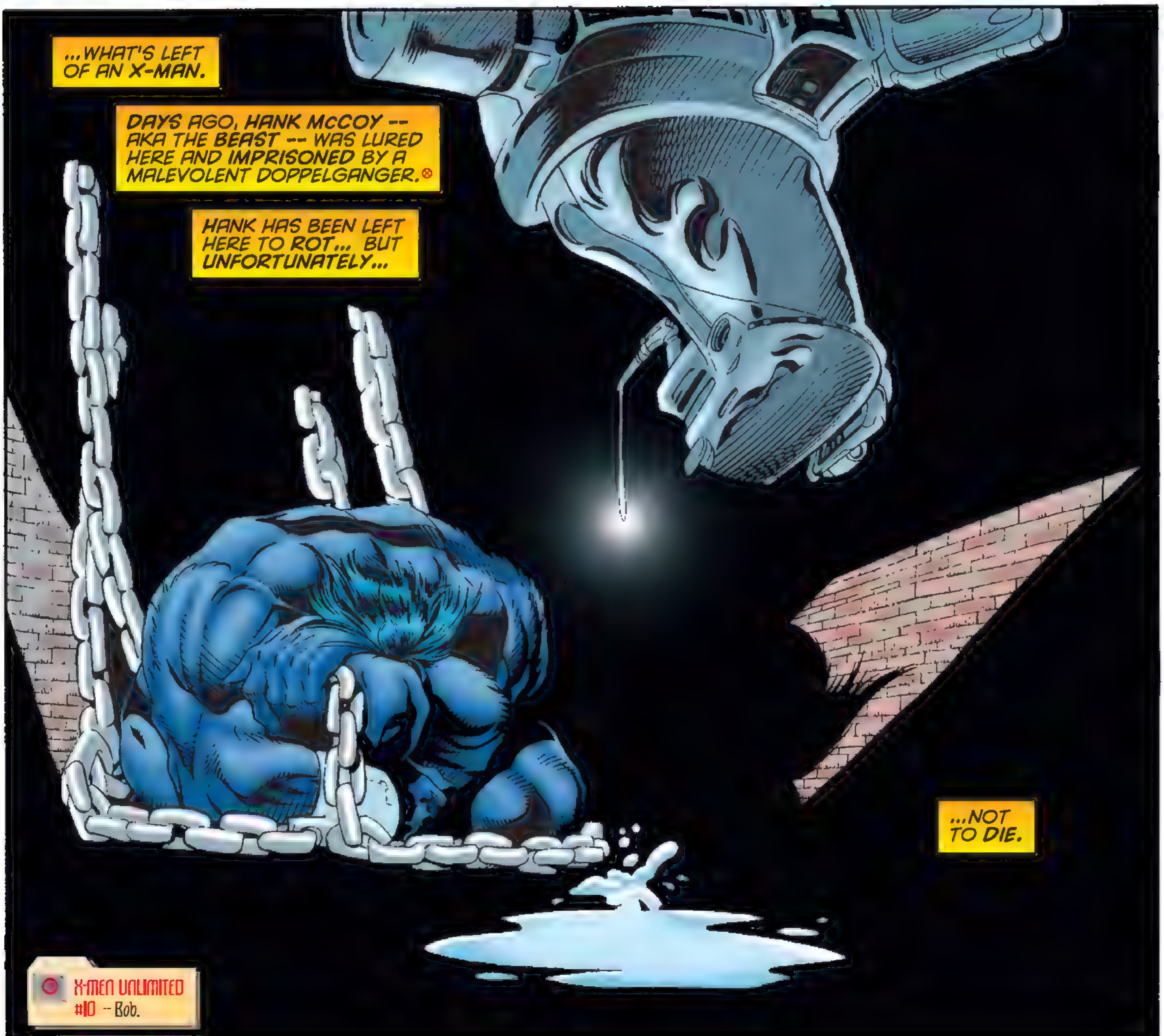
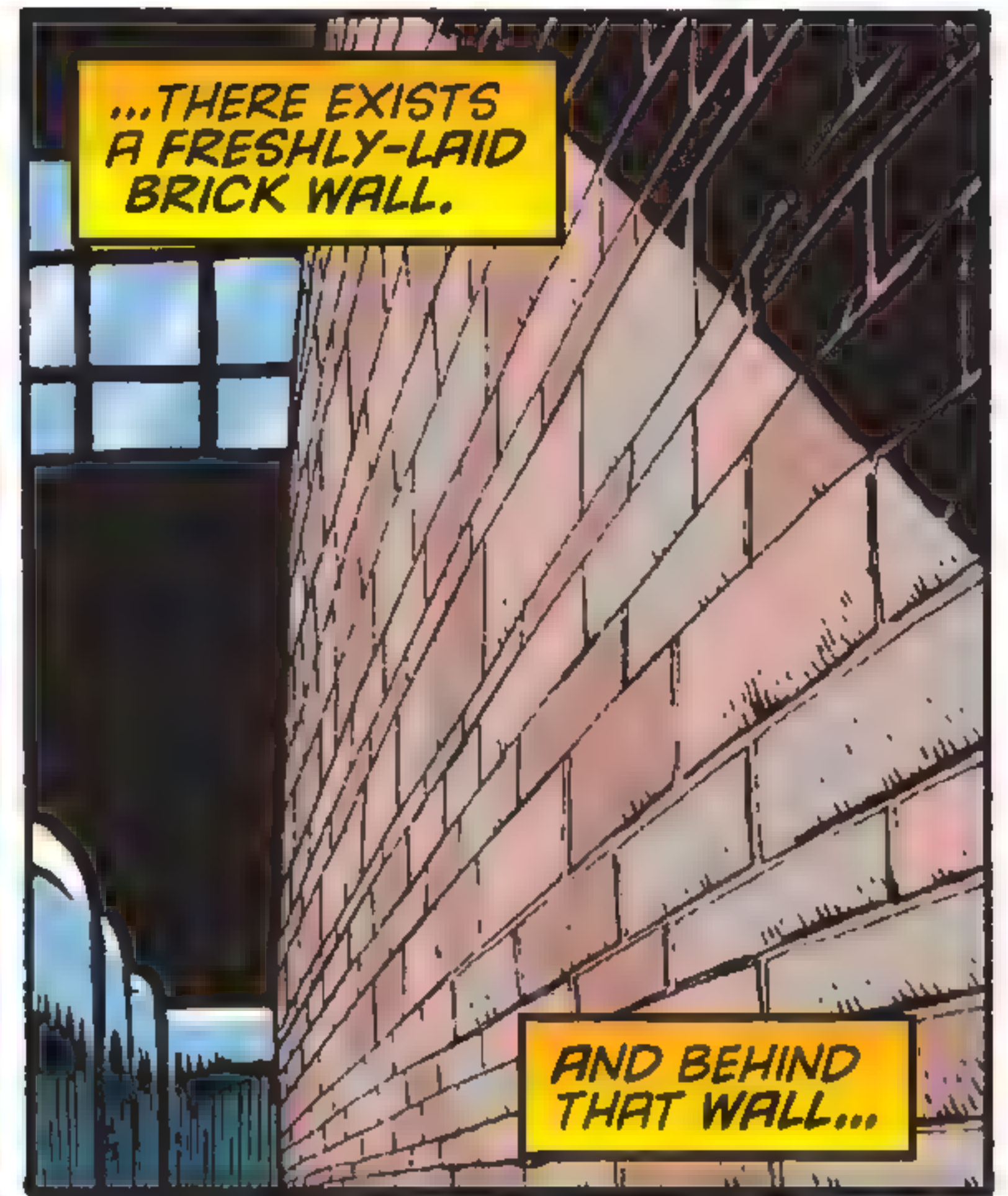
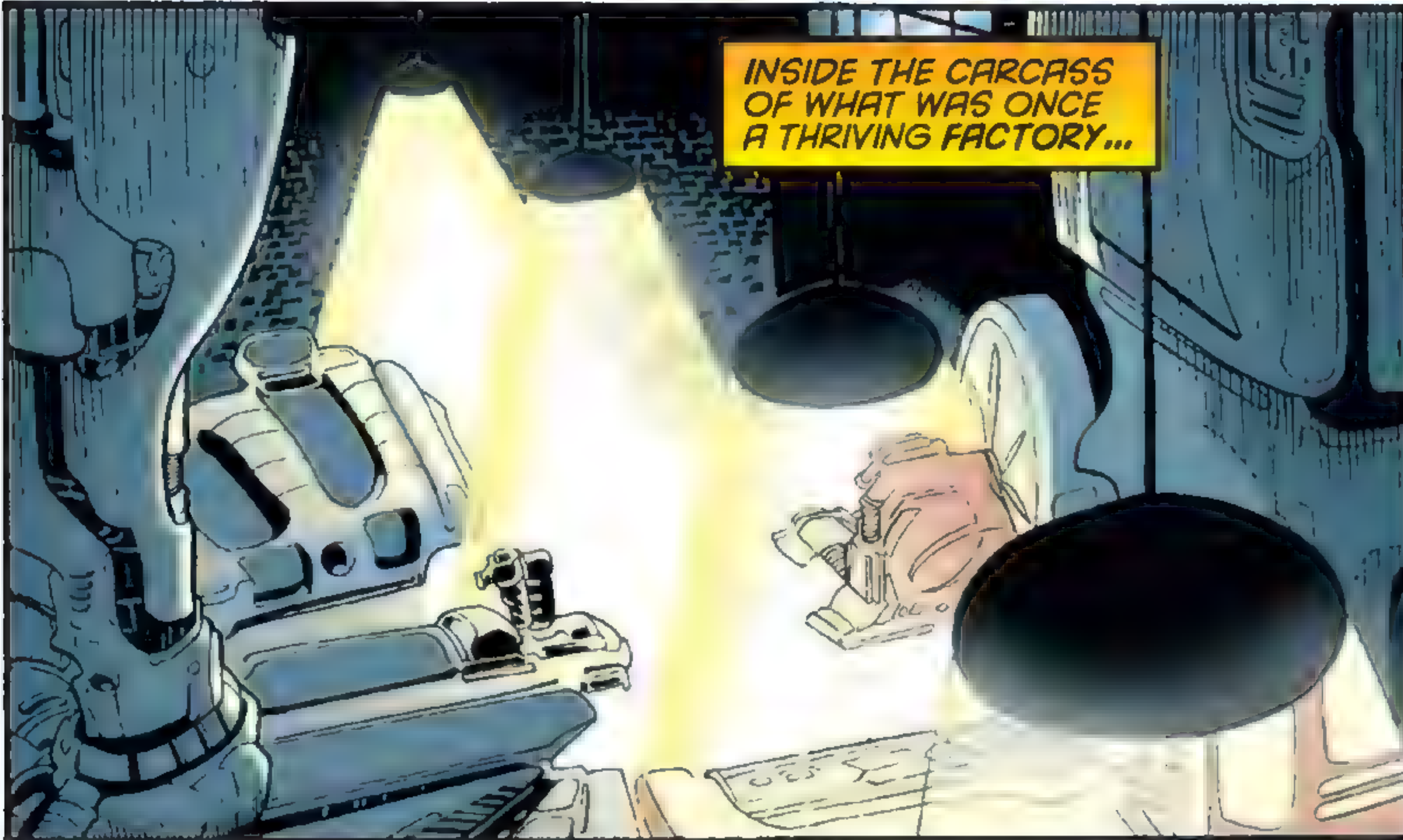


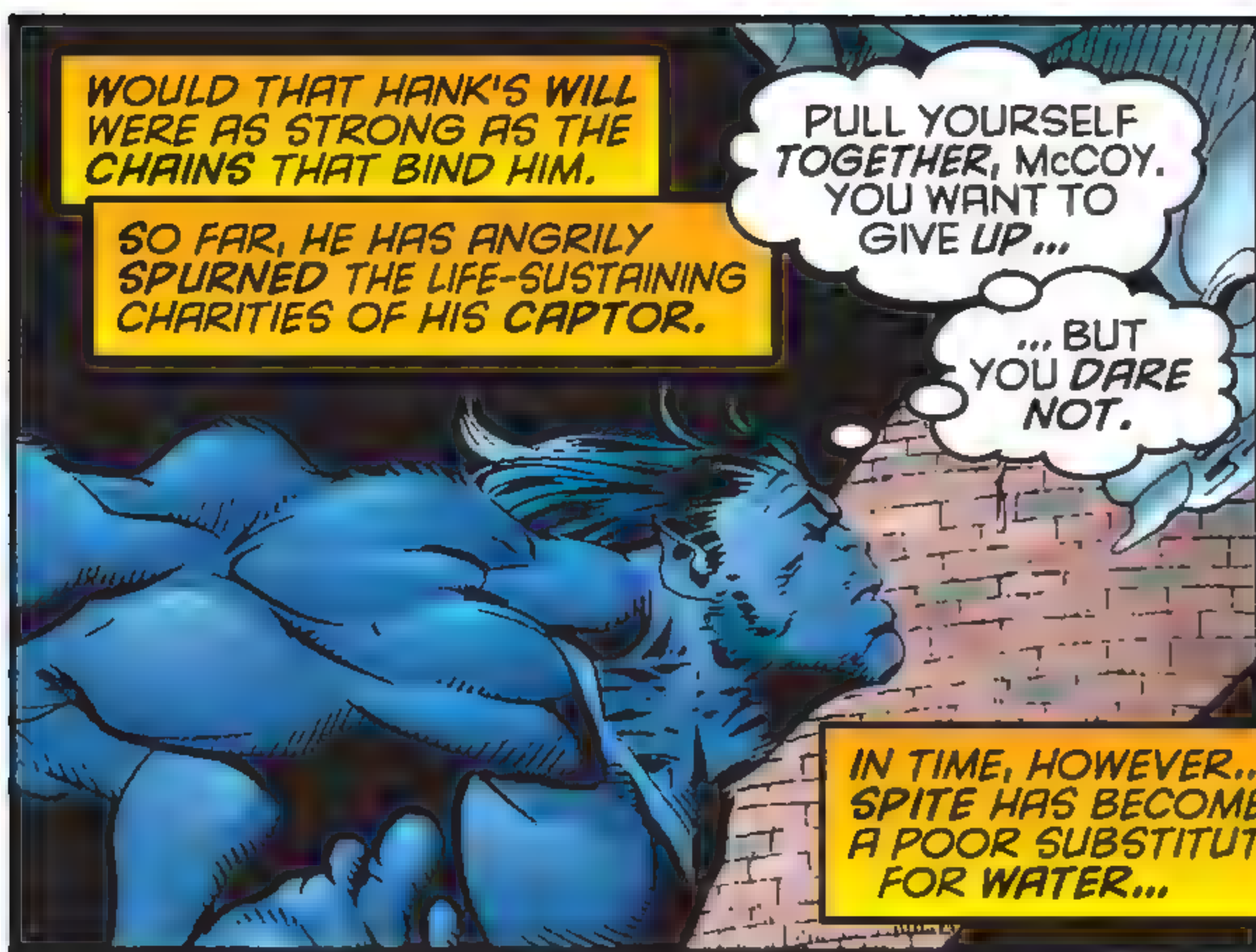
AN
ILLUSION..?

WISH
FULFILLMENT.
FORGIVE
ME.

I BECOME
RATHER...
TEMPERAMENTAL
WHEN CONFRONTED
WITH THE DUALITY
OF HUMANS.

COME.
LET ME SHOW
YOU HOW THEY
KEEP THEIR
SECRETS...





WOULD THAT HANK'S WILL WERE AS STRONG AS THE CHAINS THAT BIND HIM.

SO FAR, HE HAS ANGRILY SPURNED THE LIFE-SUSTAINING CHARITIES OF HIS CAPTOR.

PULL YOURSELF TOGETHER, McCOY. YOU WANT TO GIVE UP...

... BUT YOU DARE NOT.

IN TIME, HOWEVER... SPIRE HAS BECOME A POOR SUBSTITUTE FOR WATER...



CAREFUL... CAREFUL.

CONSERVE IT. THERE CAN'T BE MUCH.

SO PARCHED... I NEED MORE... THAN THESE MEAGER DROPS...

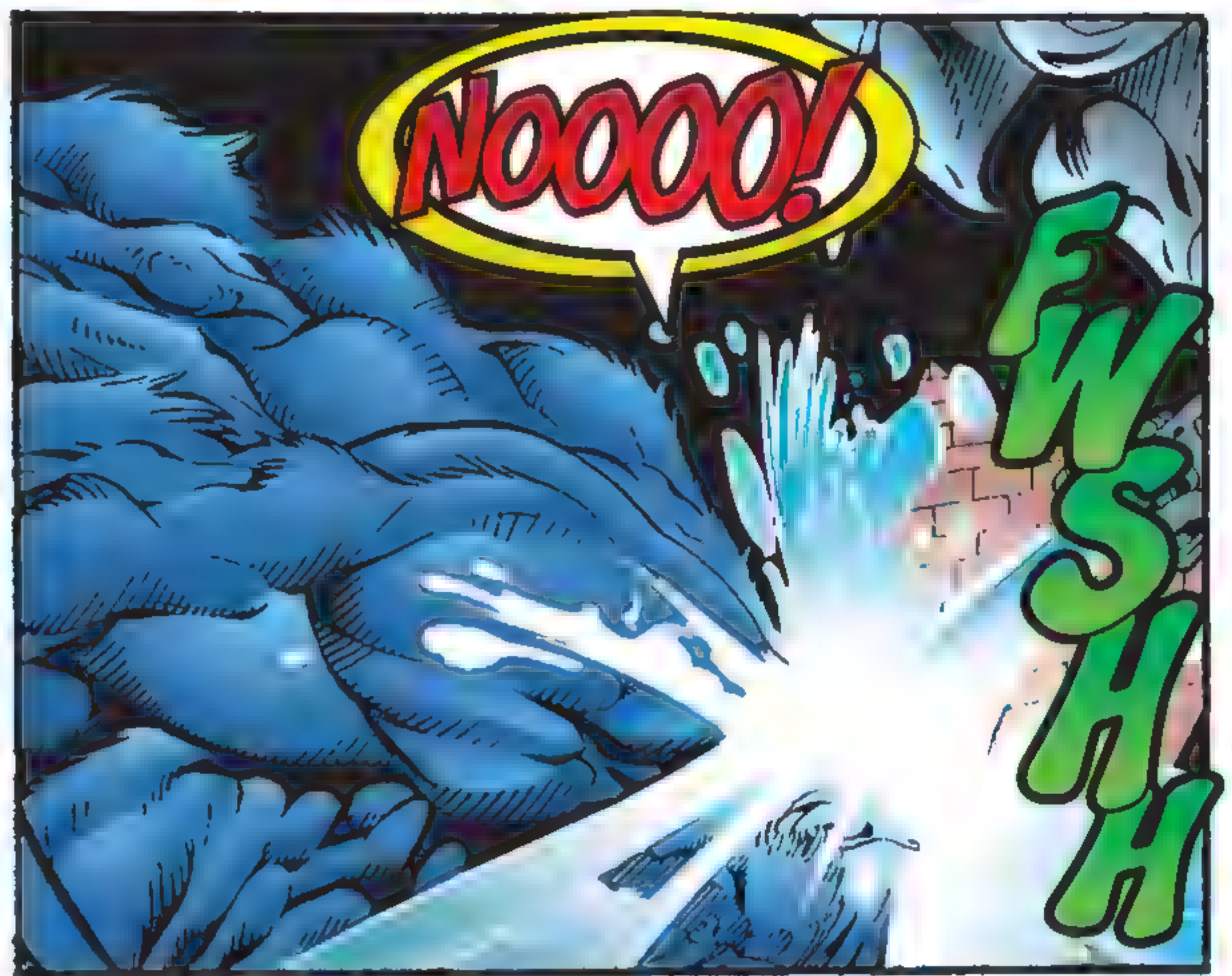
COME ON. GIVE ME MORE... JUST A LITTLE...



JUST A LITTLE --

KRAK

NO.



NOOOO!

FWSHH



NOOOO...



WELL DONE, YOU OVERZEALOUS FOOL. THAT'S IT. THE END.

NO FOOD... NO WATER...

... NOTHING LEFT BUT...



...

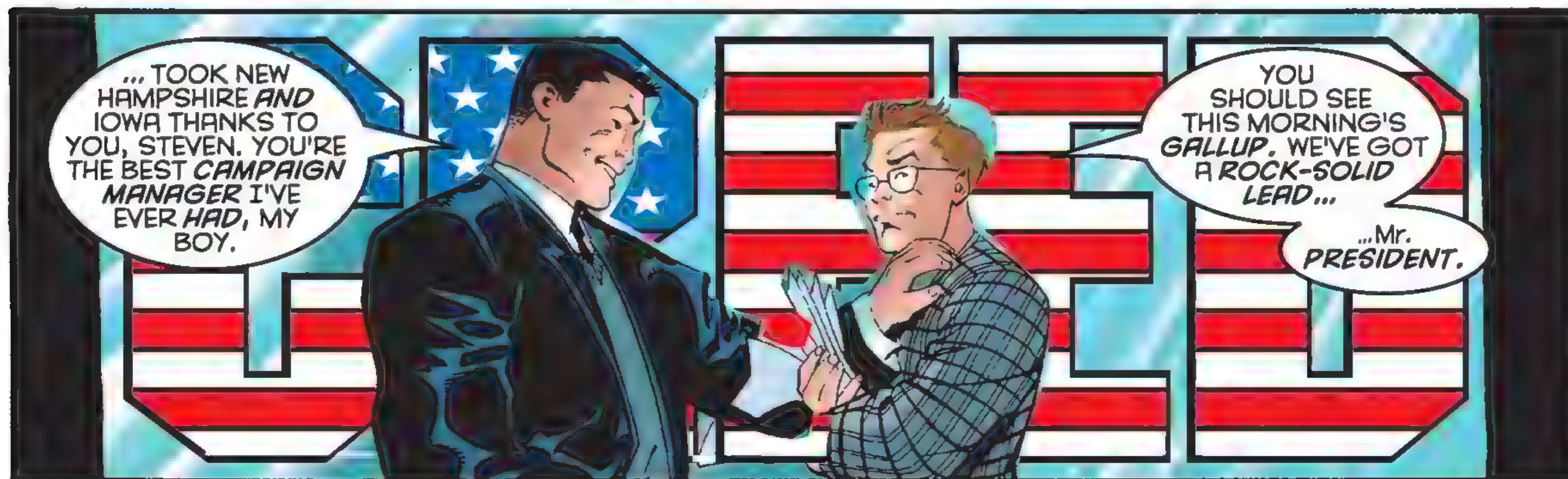
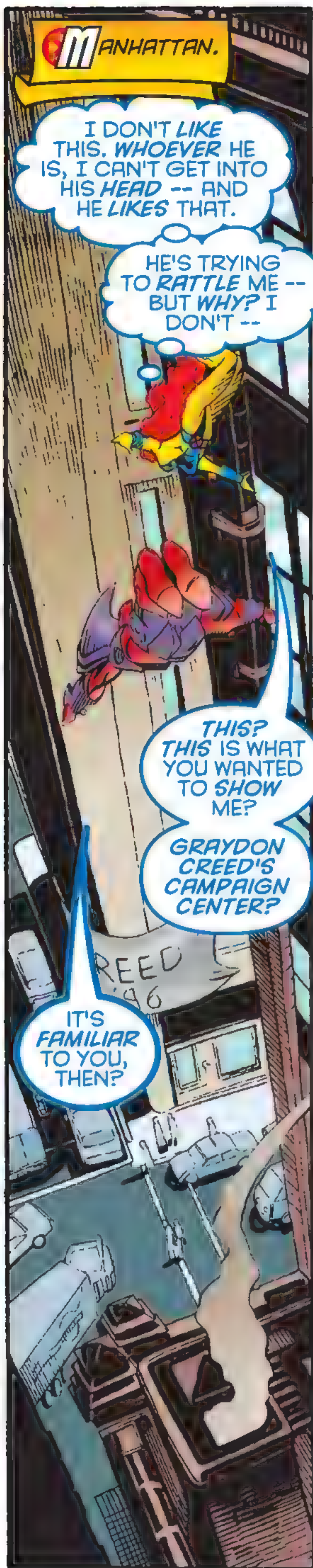
...HOPE..?

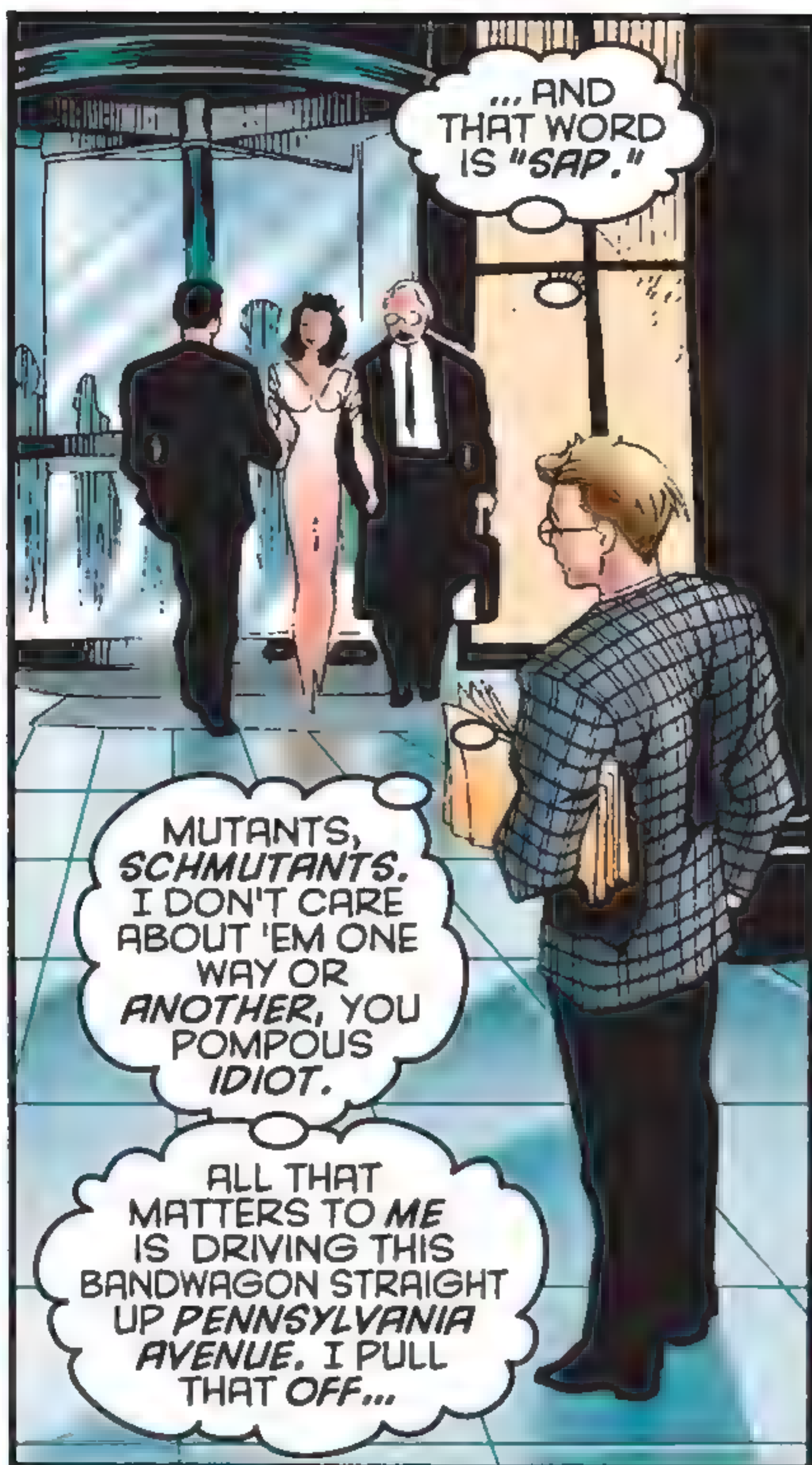
THE DRAINING WATER... REVEALING A HIDDEN TRAP DOOR...



...AND PERHAPS... JUST PERHAPS...

...A WAY OUT OF HERE...





COLORADO.

WHERE, FOR THE
NINTH CONSECUTIVE
HOUR...

...BETSY BRADDOCK
SCREAMS.

AIEEEE!

WHERE THE NERVES OF WARREN
WORTHINGTON III -- THE X-MAN
KNOWN AS THE HIGH-FLYING
ARCHANGEL -- ARE SHAVED TO
AN EDGE... NOT JUST BY BETSY'S
CRIES... BUT BY --

-- THE
SHADOWS.
THEY'RE WHAT'S
KILLING HER.

I DON'T
KNOW WHERE
THEY CAME FROM...
BUT THEY FALL
AND RISE WITH
HER PAIN.

I
THOUGHT I
COULD GET HER
AWAY FROM THEM...
BUT THEY... THEY
FOLLOWED US
HOME... ☒

WUH...

...WARREN..?

SHHH.
I'M RIGHT HERE,
SWEETHEART. I WANT
TO HELP, BUT I
DON'T KNOW
WHAT TO --

WAIT...

☒ **UNCANNY X-MEN**
#333 -- Bob.

THE
SHADOWS...

...THEY'RE
DRAWING
TOGETHER
AGAIN...

HHNNONH

...INTO A
FORM...

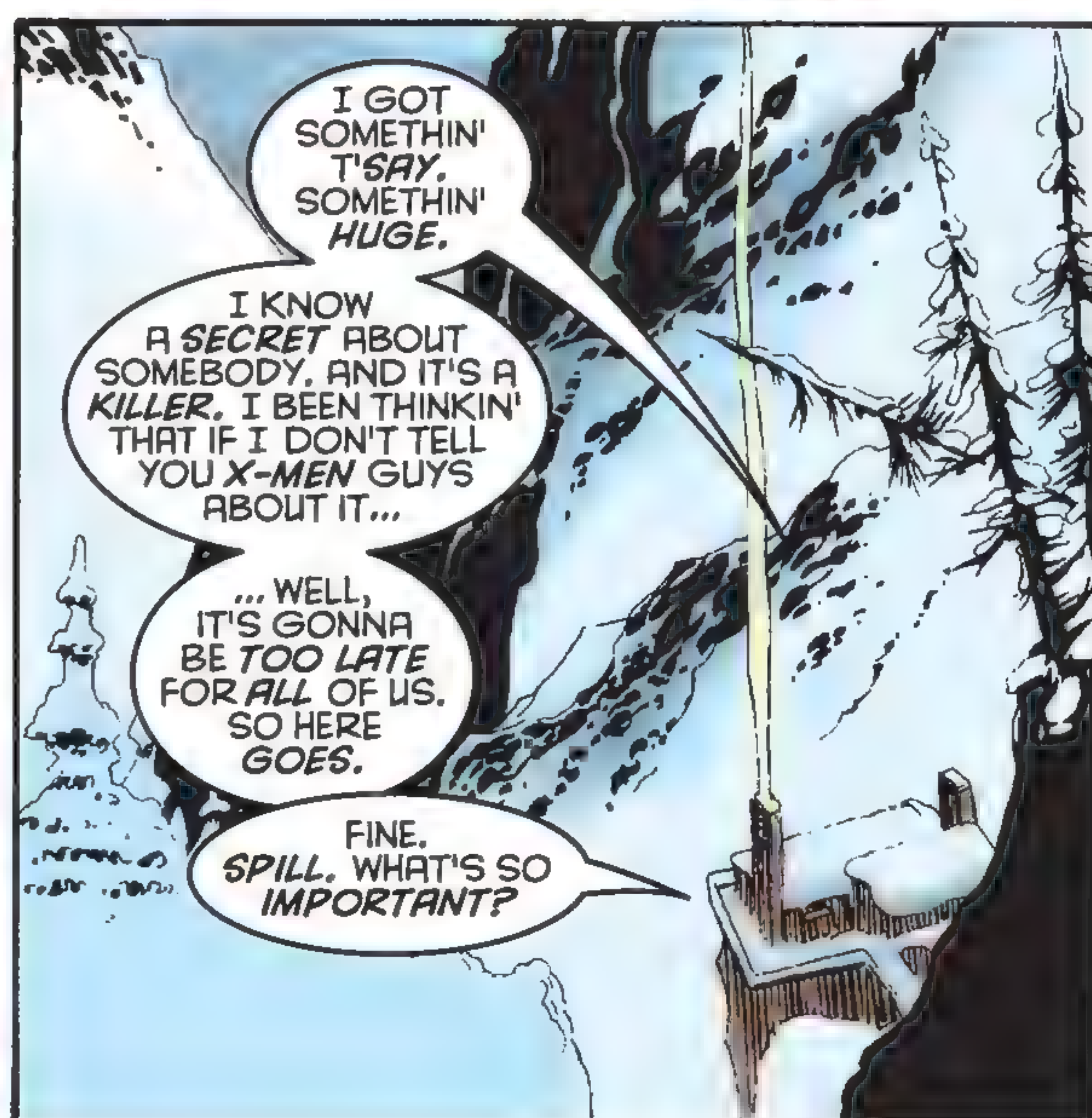
HHNNONHN

...ALMOST...
HUMAN..?

=GASP=

WARREN,
IT'S--!

WARREN,
GET BACK!
GET --





IT'S...
... H-HE'S...
... I'VE
S-SU-
SEEN...

WHAT?
TELL US!

HE WANTS
TO...
... BUT HE
CANNOT.

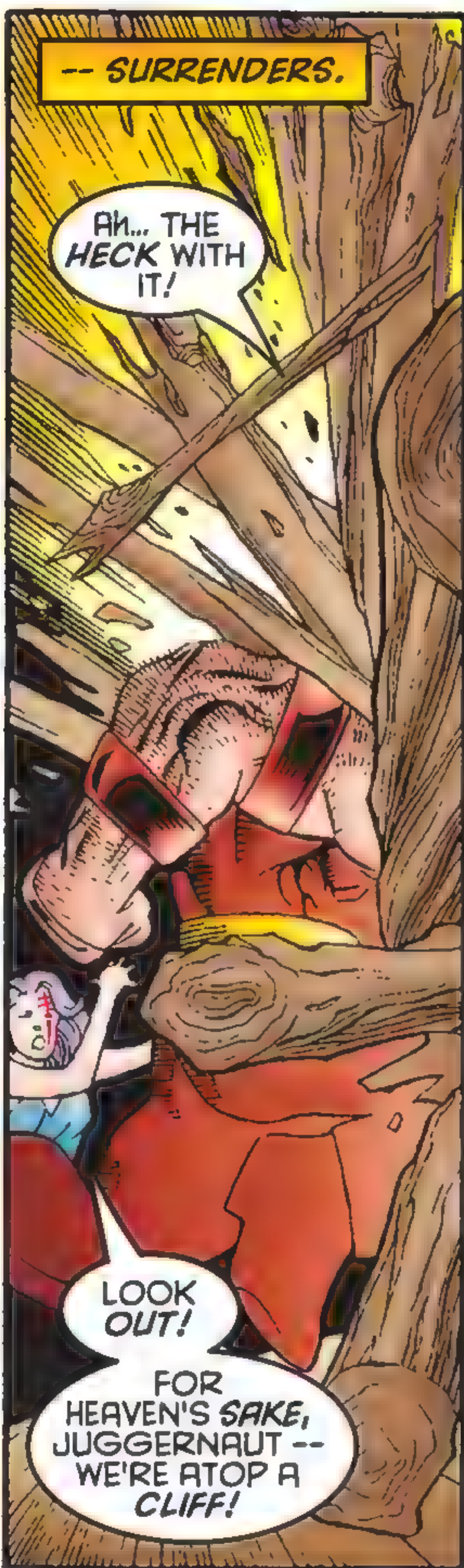
FOR THE VERY FIRST TIME, THE
UNSTOPPABLE JUGGERNAUT
HAS COME ACROSS A BARRIER
THROUGH WHICH EVEN HE
CANNOT BREAK --



-- A MENTAL BLOCK
THAT PREVENTS HIM
FROM SPEAKING A
TRUTH THAT MAY
SAVE THE WORLD.

HE FIGHTS
IT -- FIGHTS
HARD --

-- AND
FINALLY --



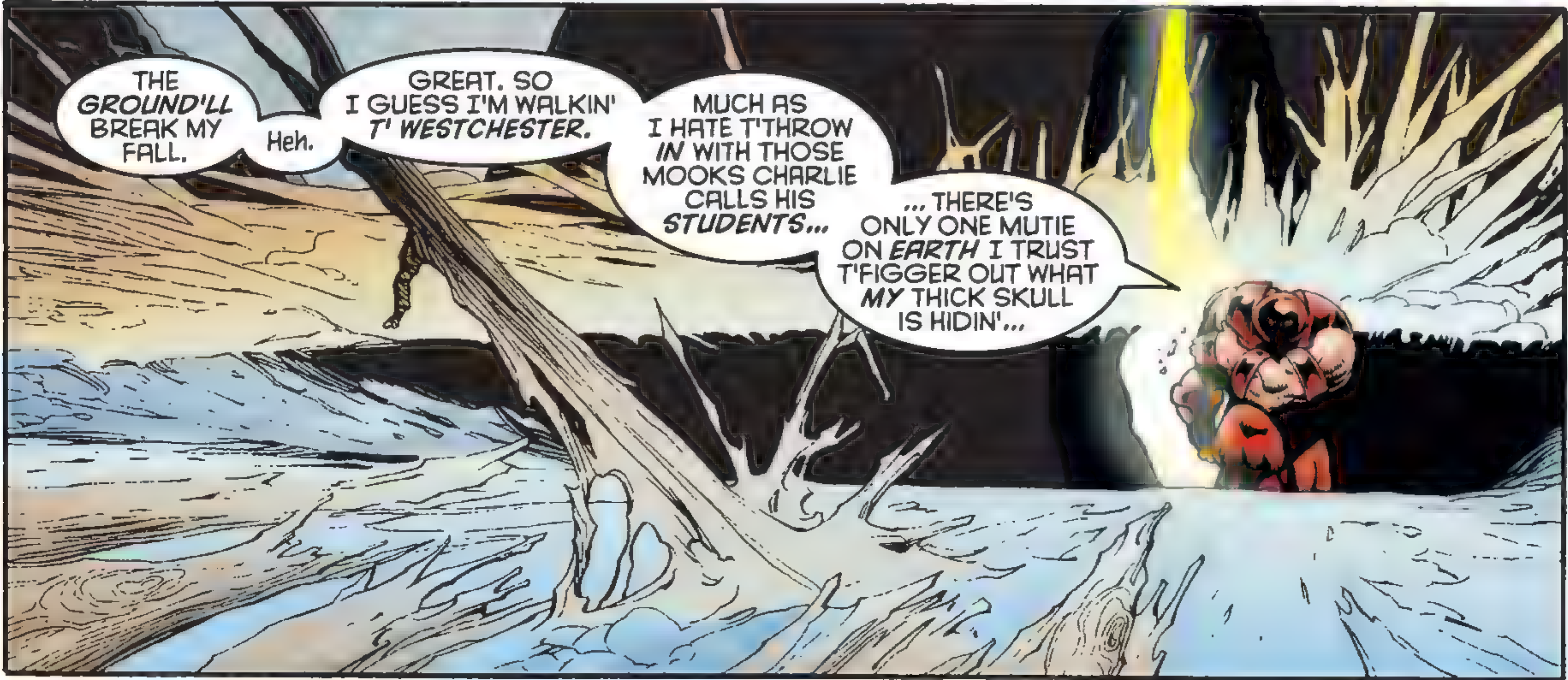
-- SURRENDERS.

AH... THE
HECK WITH
IT!

LOOK
OUT!
FOR
HEAVEN'S SAKE,
JUGGERNAUT --
WE'RE ATOP A
CLIFF!



YEAH?
SO?



THE
GROUND'LL
BREAK MY
FALL.

Heh.

GREAT. SO
I GUESS I'M WALKIN'
T' WESTCHESTER.

MUCH AS
I HATE T'THROW
IN WITH THOSE
MOOKS CHARLIE
CALLS HIS
STUDENTS...

... THERE'S
ONLY ONE MUTIE
ON EARTH I TRUST
T'FIGGER OUT WHAT
MY THICK SKULL
IS HIDIN'...

THE XAVIER INSTITUTE FOR HIGHER LEARNING...

THE MANSION? HE KNOWS WHERE WE LIVE?

HOW COULD HE HAVE LEARNED ALL THIS WITHOUT US BEING AWARE?

THOSE DEAREST TO ME, YOU SAY?

I'M CALLING YOUR BLUFF. YOU MEAN SCOTT, DON'T YOU? TRY AGAIN.

MY HUSBAND AND I SHARE AN INTIMACY I DOUBT SOMEONE LIKE YOU COULD EVEN BEGIN TO FATHOM.

DON'T EVEN TALK TO ME ABOUT SCOTT SUMMERS.

HE HASN'T HAD AN INDEPENDENT THOUGHT SINCE HE WAS FIFTEEN. HE HAS NO WILL OF HIS OWN.

HE'S THE DOTING LAPDOG OF YOUR MENTOR...

... PROFESSOR CHARLES XAVIER.

THE PROFESSOR? YOU REALLY THINK YOU'RE GOING TO SHOW ME SOMETHING ABOUT THE PROFESSOR THAT I DON'T ALREADY KNOW?

CONGRATULATIONS ON OVERPLAYING YOUR HAND.

NOW I'M HAVING A TOUGH TIME TAKING YOU SERIOUSLY.

THE PROFESSOR AND I ARE TWO OF THE MOST POWERFUL TELEPATHS ON EARTH.

WE'VE SHARED SECRETS NONE OF THE OTHER X-MEN HAVE EVER KNOWN.

LET ME SHOW YOU WHO YOU'RE ACCUSING OF HYPOCRISY, PAL.

YOU FOLLOW ME.

LET'S
TAKE A LITTLE
FLIGHT DOWN
MEMORY LANE SO
YOU CAN GET
THE *FACTS*
STRAIGHT.

I'VE KNOWN
PROFESSOR XAVIER
SINCE I WAS A *CHILD*.
HE TOOK ME UNDER
HIS CARE FROM THE
TIME I FIRST BEGAN
TO *MANIFEST* MY
POWERS.

I
TRUSTED HIM
COMPLETELY AND
TOTALLY FROM THE
MOMENT WE
MET --

-- AND
COMING FROM
A *TELEPATH*,
LET ME *REMINDE*
YOU -- THAT'S
SAYING A
LOT.

WE'VE
ALWAYS
SHARED
A *UNIQUE*
BOND.

BEST
EXAMPLE.

WHEN
HE WAS FORCED
TO FAKE HIS OWN
DEATH IN ORDER
TO AVERT AN *ALIEN*
INVASION, I WAS
THE ONLY ONE HE
TRUSTED WITH THE
TRUTH. ☒

NOT
SCOTT. NOT
HANK OR BOBBY
OR WARREN. JUST
ME. WE REALLY ARE
OF THE SAME
MIND.

NICE
TRY... BUT HE'S
A *FATHER* TO ME,
AND I KNOW HIM
LIKE NO
OTHER.

UNCANNY #42-65.
-- Bob

Oh,
REALLY...?



YOU
NAIVE
GIRL.

IF
YOU *TRULY*
WANT TO KNOW
XAVIER'S
MIND...

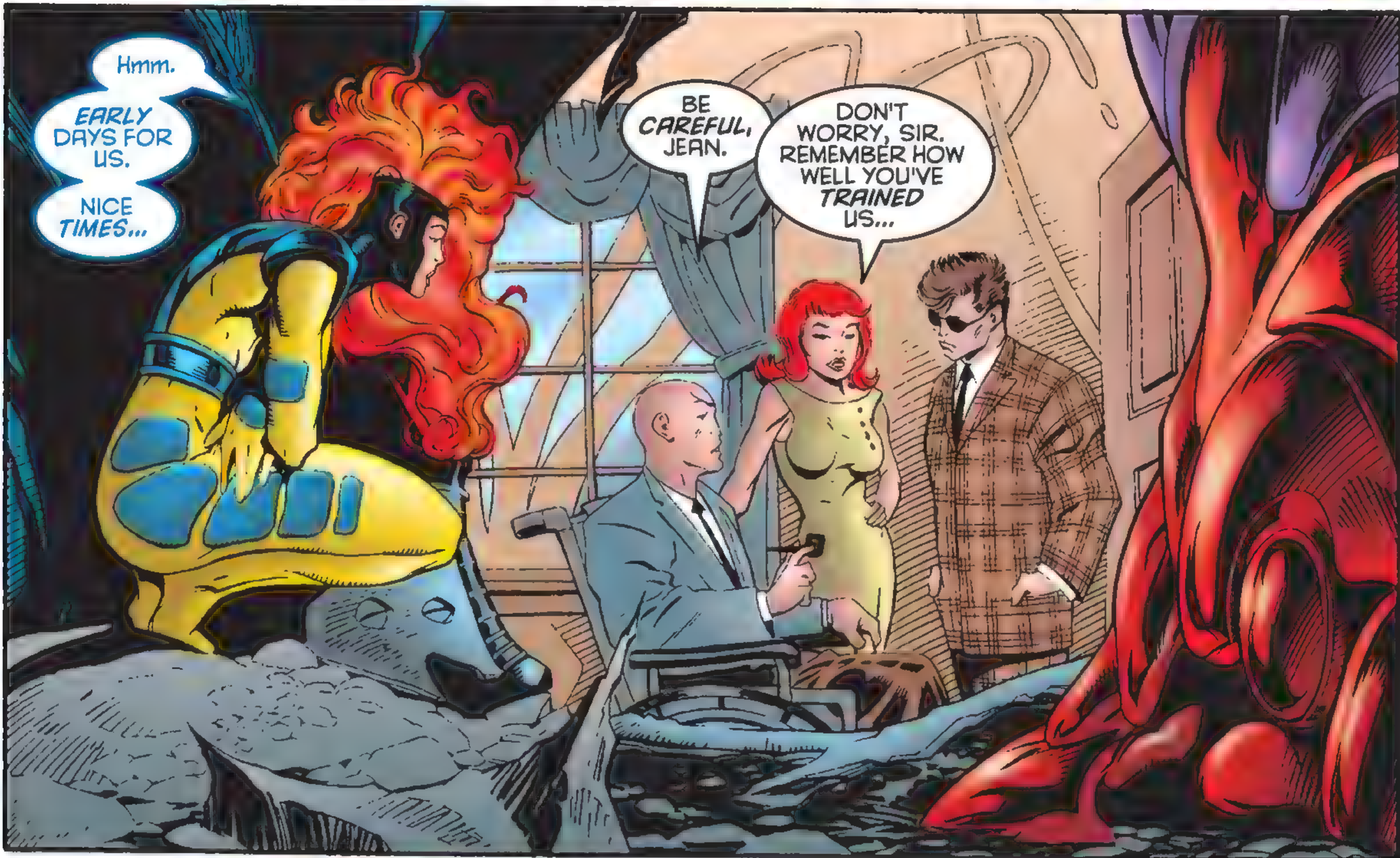
... YOU'VE
GOT TO DIG
DEEPER THAN
THAT.

IF
YOU THINK
YOUR PRECIOUS
FATHER-FIGURE IS
THE EMOTIONAL
PURITAN YOU
CLAIM HE
IS...



... THE
ETERNAL
PARAGON
OF HONORABLE
AND FORTHRIGHT
BEHAVIOR YOU
BELIEVE HIM
TO BE...

... THEN
TAKE A LOOK AT
THIS REPPRESSED
MEMORY.



Hmm.

EARLY
DAYS FOR
US.

NICE
TIMES...

BE
CAREFUL,
JEAN.

DON'T
WORRY, SIR.
REMEMBER HOW
WELL YOU'VE
TRAINED
US...



"DON'T
WORRY." AS
IF I COULD HELP
WORRYING ABOUT
THE ONE I
LOVE.

BUT I
CAN NEVER
TELL HER. I
HAVE NO
RIGHT...

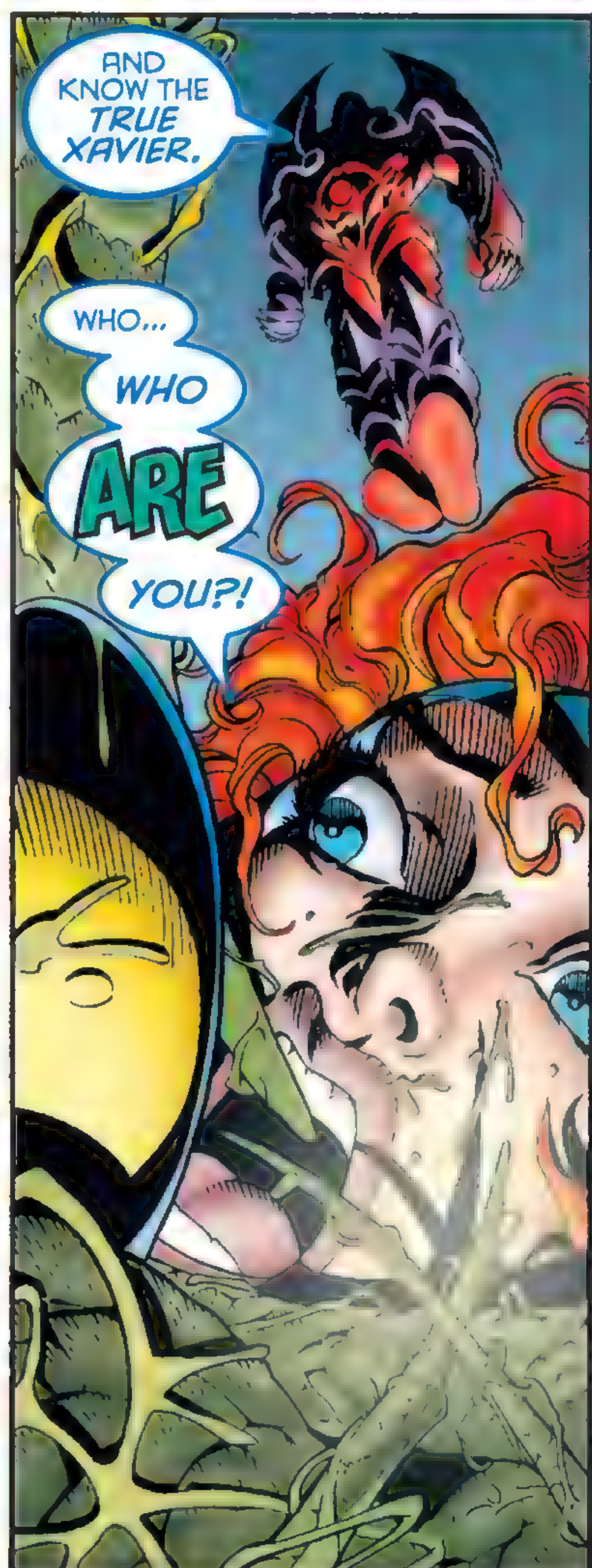
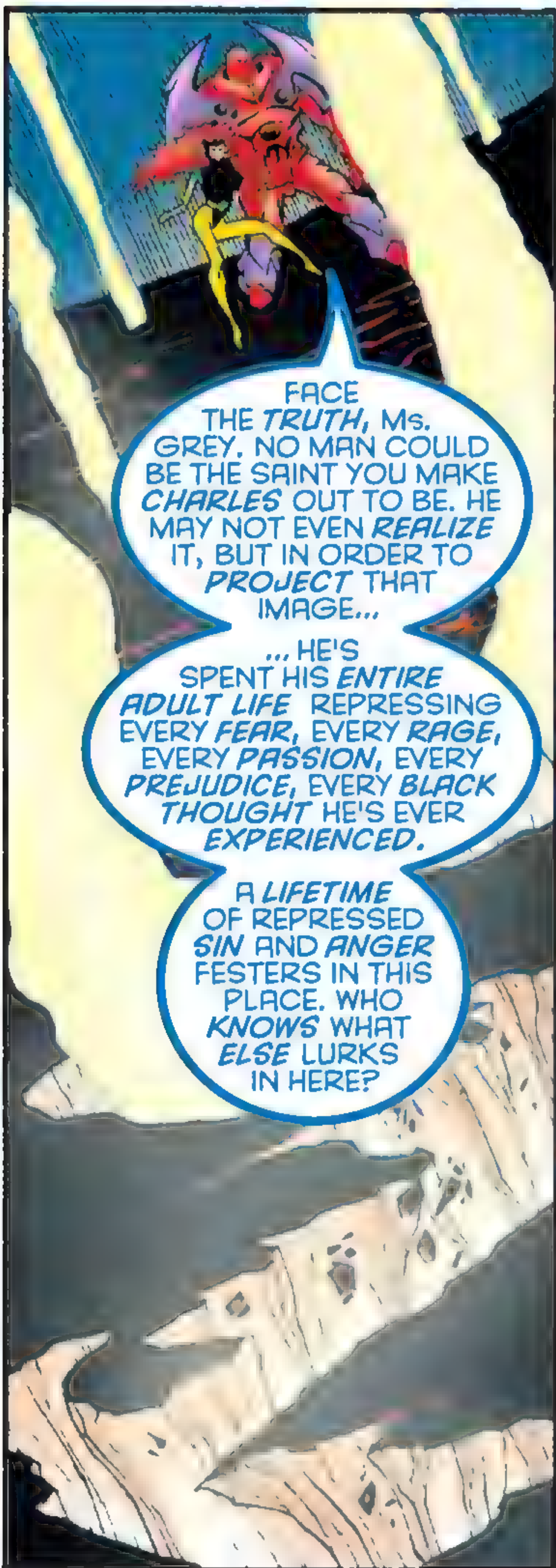
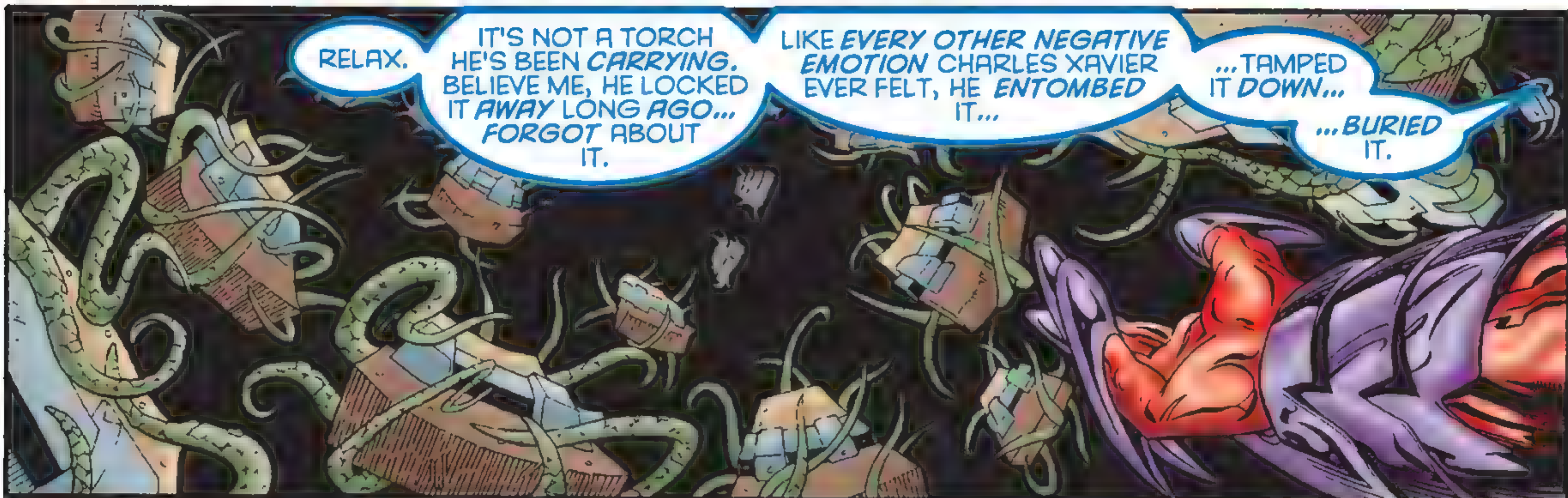
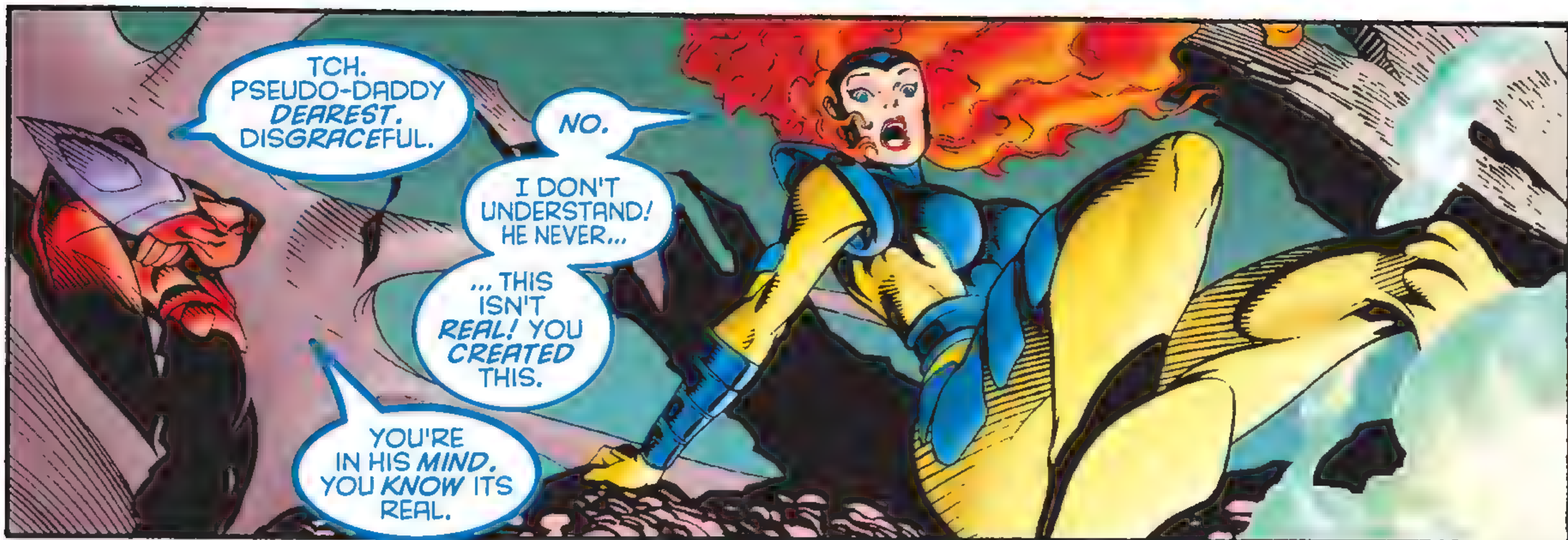


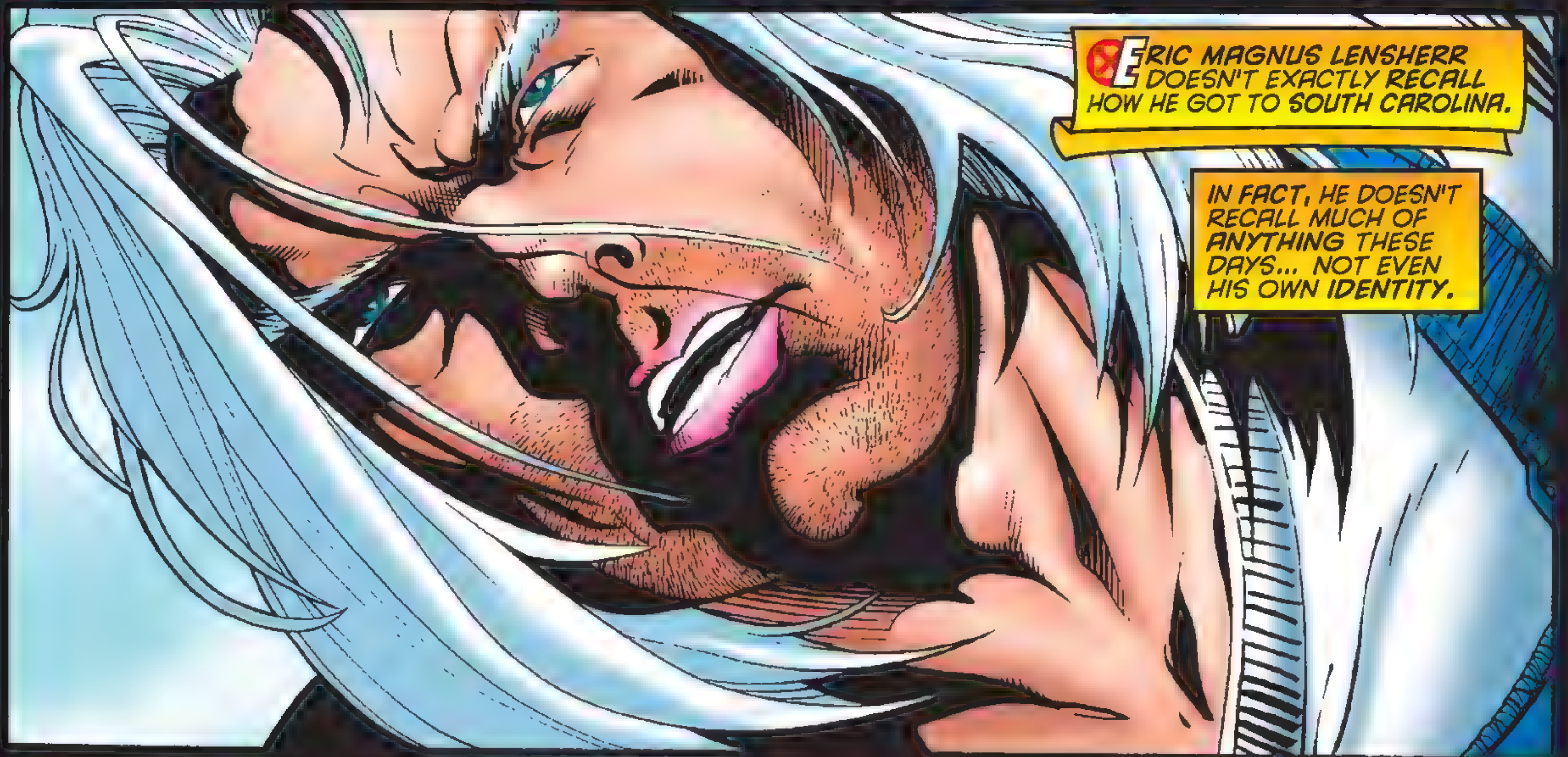
THE
ONE I
LOVE

THE
ONE I
LOVE

THE
ONE I
LOVE







ERIC MAGNUS LENSHERR DOESN'T EXACTLY RECALL HOW HE GOT TO SOUTH CAROLINA.

IN FACT, HE DOESN'T RECALL MUCH OF ANYTHING THESE DAYS... NOT EVEN HIS OWN IDENTITY.



SOME OF IT'S THE HEAT.

SOME OF IT'S THE HUNGER.

UP AHEAD, HE SEES RELIEF FROM BOTH. AND WHERE THAT WILL TAKE HIM...



...IS AN ADVENTURE UNTO ITSELF.

WELL, HOWDY, YOUNG FELLA! YOU LOOK LIKE YOU COULD USE A BITE! QUICK, GRAB YOURSELF SOME CHICKEN 'FORE THE MINISTER STARTS T'PREACHIN'!

WHAT'S YOUR NAME, SON?

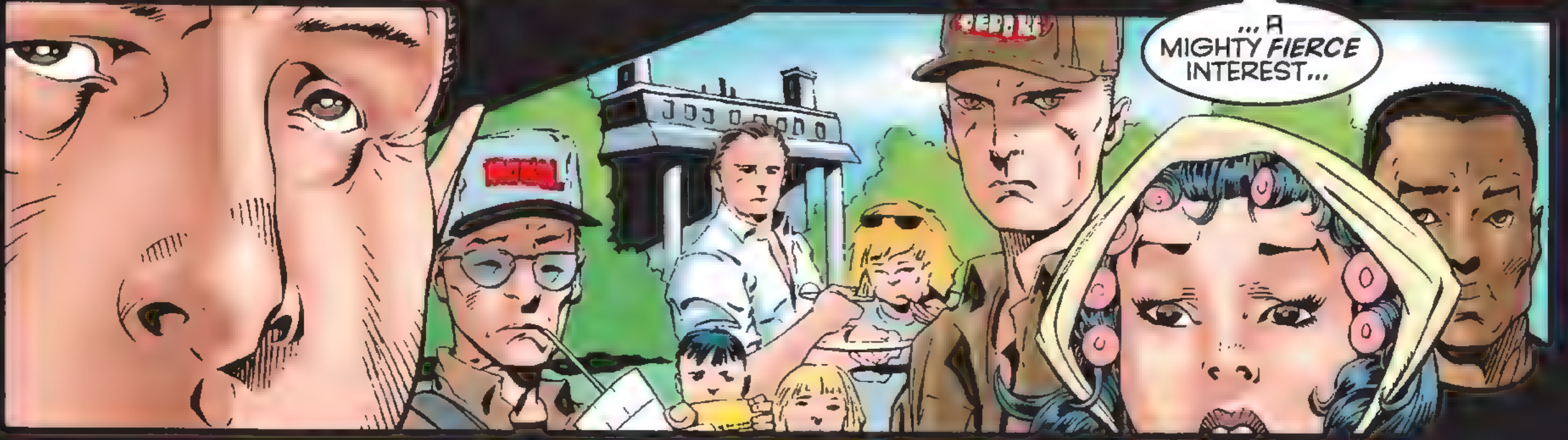
I...
JOSEPH. I AM CALLED JOSEPH.

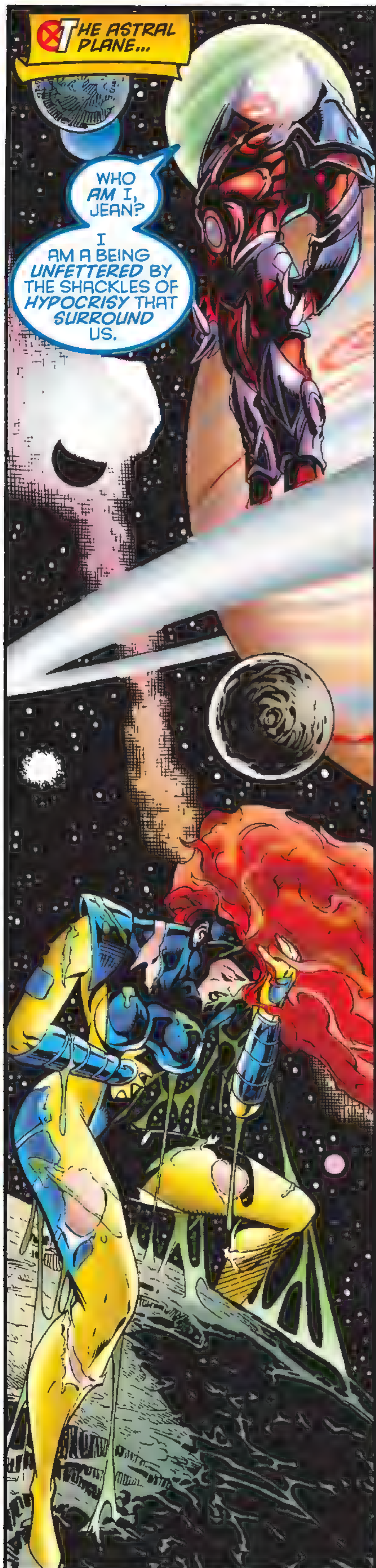


YOU'RE VERY KIND...

WE DO TRY, YOUNG FELLA! I THINK YOU'LL FIND WE TAKE AN INTEREST IN STRANGERS 'ROUND THESE PARTS...

...A MIGHTY FIERCE INTEREST...





THE ASTRAL PLANE...

WHO AM I, JEAN?

I AM A BEING UNFETTERED BY THE SHACKLES OF HYPOCRISY THAT SURROUND US.



I AM RAW POWER... FULLY UNLEASHED... AS YOU ONCE WERE.

AS YOU CAN BE AGAIN BY JOINING WITH ME.



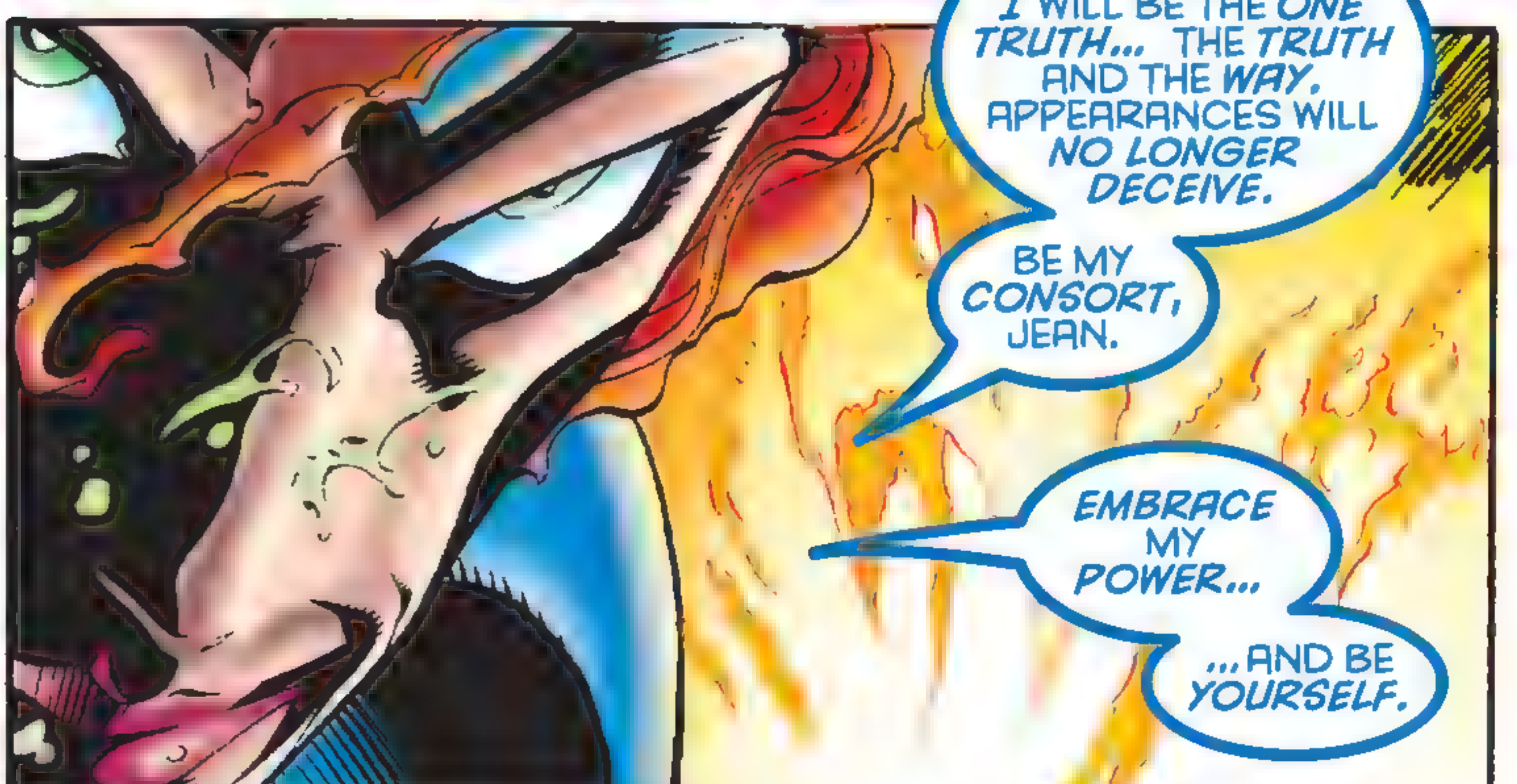
REMEMBER THE UNBRIDLED COSMIC MIGHT OF THE PHOENIX FORCE.

HOW GOOD IT FELT TO POSSESS IT. ABSOLUTE POWER THRILLS ABSOLUTELY. THRILLS YOU.

DON'T BE A HYPOCRITE, JEAN. DON'T DENY YOUR NATURE. YOUR IMPULSE IS TO TAKE POWER... AND IMPULSES MUST BE ALLOWED TO FLOURISH.

TO REPRESS THEM... IS TO MASK THEM... IS TO LIE. STAND WITH ME... AND BE WHO YOU REALLY ARE.

THERE'S NO ROOM FOR HYPOCRISY IN THE NEW WORLD ORDER THAT'S COMING, JEAN.



IN A WORLD OF LIES, I WILL BE THE ONE TRUTH... THE TRUTH AND THE WAY. APPEARANCES WILL NO LONGER DECEIVE.

BE MY CONSORT, JEAN.

EMBRACE MY POWER...

...AND BE YOURSELF.



IF YOU
THINK I'D EVER
AGREE TO A
PROPOSAL LIKE
THAT --

-- THEN
YOU HAVE
NO IDEA WHO
YOU'RE
DEALING
WITH!

FWASSH



WHOEVER
YOU ARE, YOU FUMBLING
THE BALL BY TRYING TO
STIR UP MY ANGER... MY
DISAPPOINTMENT.

I LIVE
IN A WORLD OF
HYPOCRITES? THIS
IS NEWS TO ME?
GET REAL, I'M
USED TO IT.

IT
DOESN'T MAKE
ME ANGRY
ANYMORE. IT
DOESN'T MAKE
PEOPLE
EVIL.

BUT THEN,
YOU'RE SO SMART...
YOU KNOW ME SO
WELL... YOU MUST
HAVE KNOWN THAT I
WOULDN'T FOLLOW
YOU.



SO WHAT'S THIS ALL ABOUT,
LITTLE MAN? PEOPLE MEAN
DIFFERENT THINGS THAN
THEY SAY? FINE, YOU'RE
NO EXCEPTION.

WHY HAVE
YOU REALLY COME
TO ME? WHY'D YOU
PUT ME THROUGH
THIS?

WHAT USE
AM I TO YOU
SINCE YOU KNOW
I WON'T FOLLOW
YOU?

WHO
ARE
YOU?



I THINK YOU
ALREADY KNOW,
JEAN.



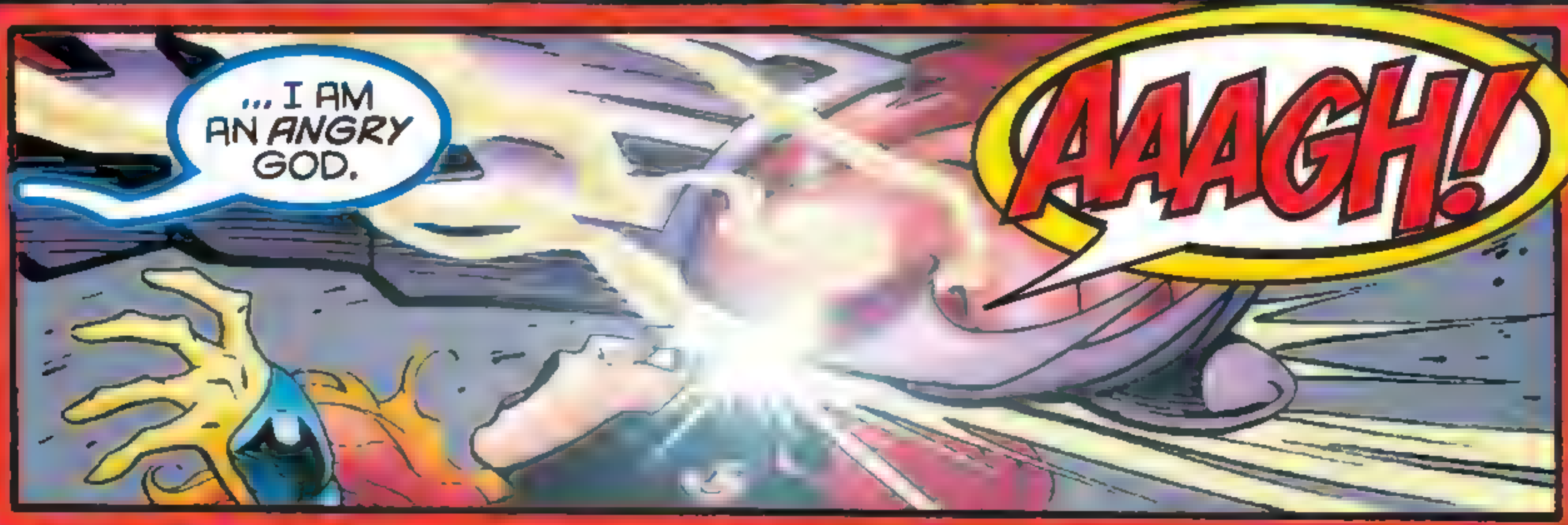
WHO AM
I?



I AM A
GREAT AND
TERRIBLE FORCE
BEYOND THE
COMPREHENSION
OF THE HUMAN
MIND.

I
AM A
GOD.

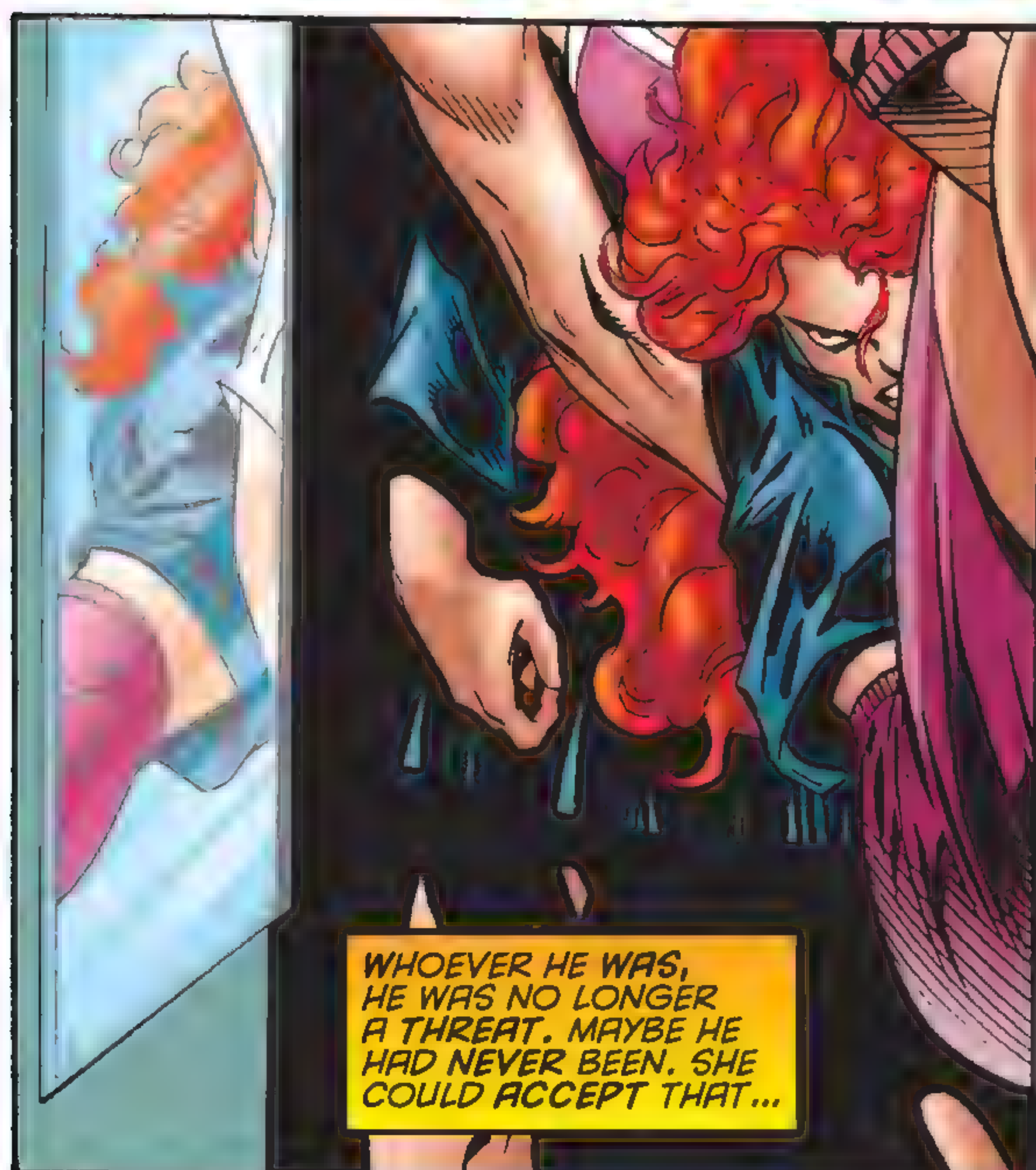
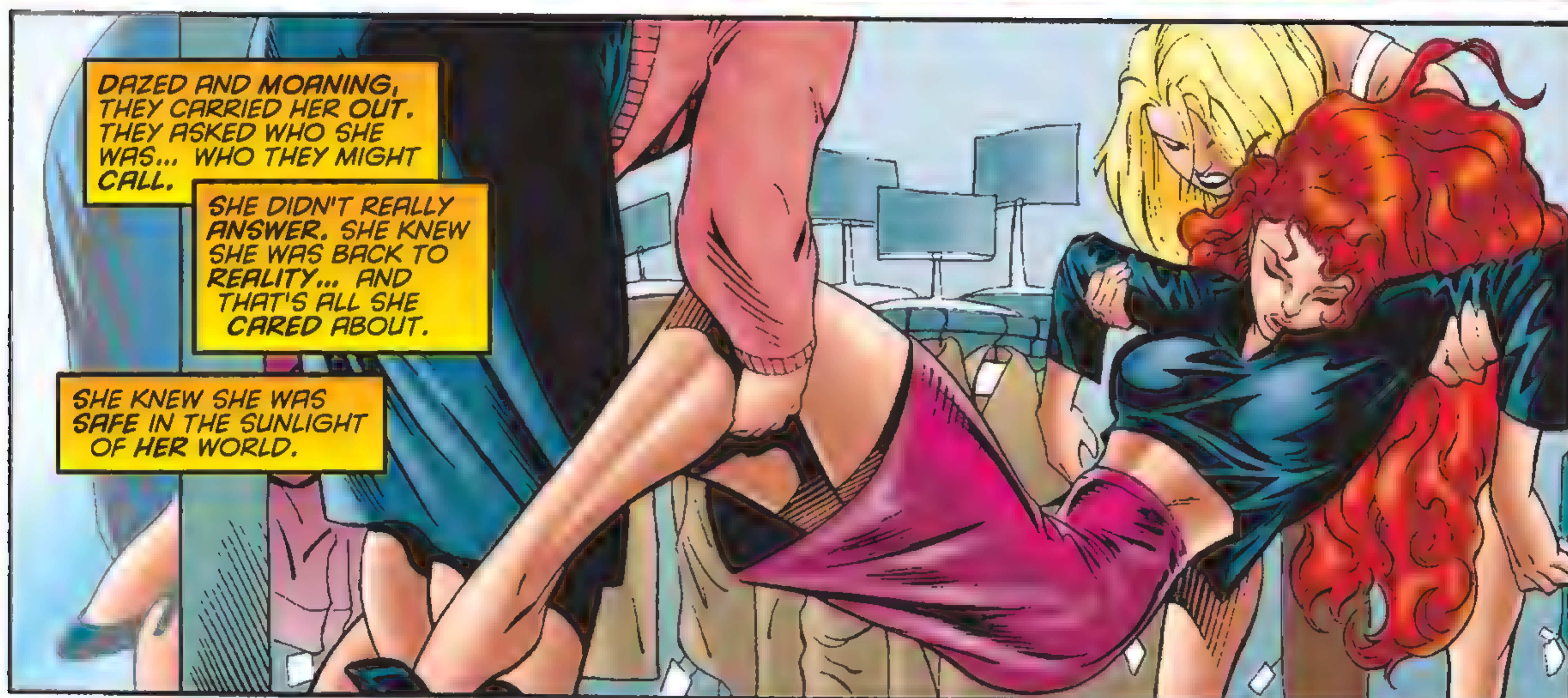
AND
TO THOSE
WHO DO NOT
WORSHIP
ME...

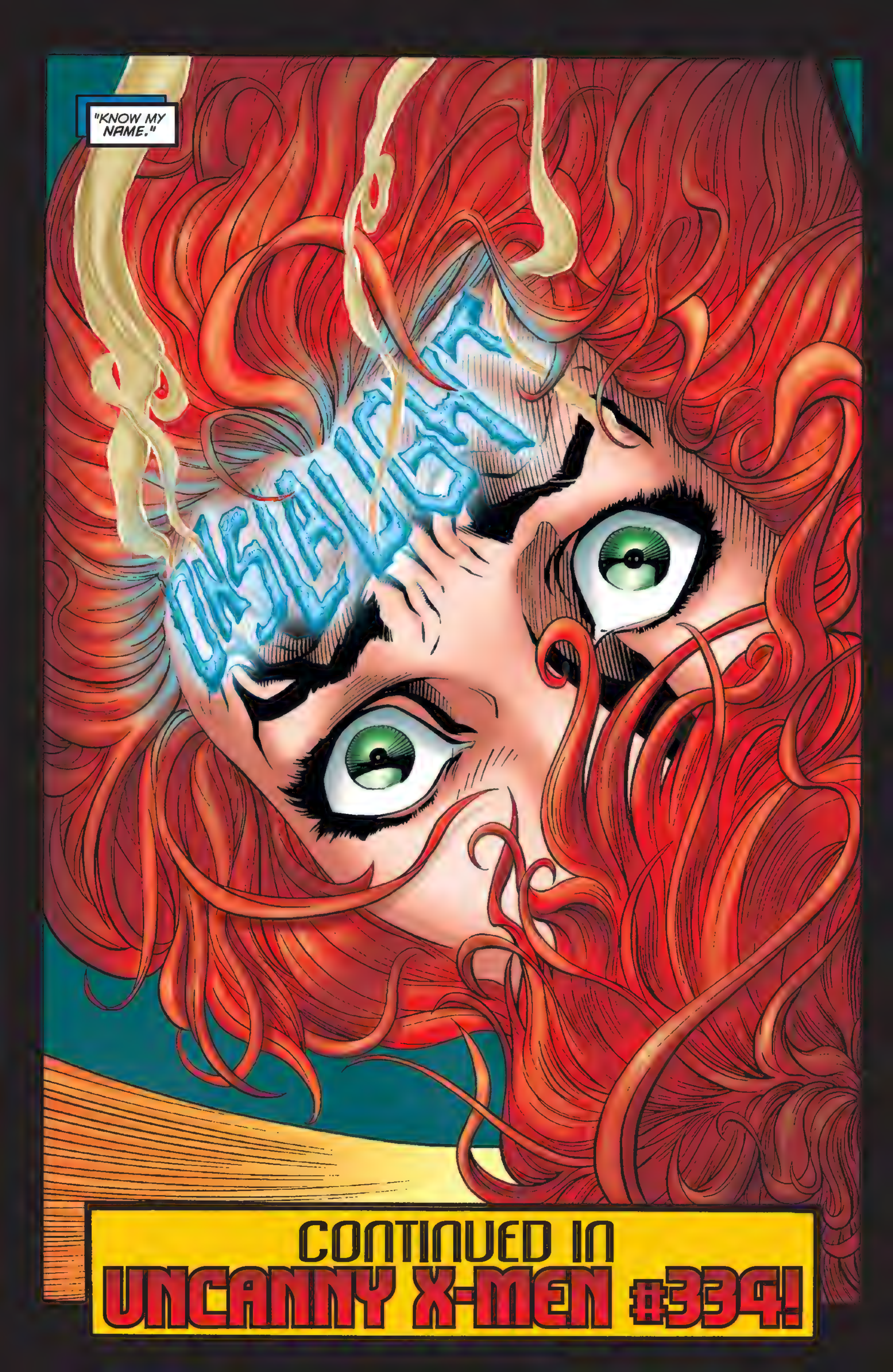


... I AM
AN ANGRY
GOD.

AAAAGH!

"KNOW MY
NAME."



A close-up, high-contrast illustration of Jean Grey's face. She has voluminous, wavy red hair and large, expressive green eyes. Her expression is one of intense focus or determination. Overlaid on her face is a complex, blue, crystalline or energy-based construct that resembles a stylized 'X' or a series of interconnected geometric shapes. This construct is surrounded by bright yellow and orange flames or telekinetic fire that appears to be emanating from her forehead and hair. The background is a solid teal color.

"KNOW MY
NAME."

CONTINUED IN
UNCANNY X-MEN #334!

MARVEL
COMICS

X-MEN

JUN. '96

11

APPROVED
BY THE
COMICS
CODE
AUTHORITY

X
MEN
UNLIMITED

MAGNETO
AND ROGUE

STARTING OVER

MELODY WATKINS KNOWS SHE SHOULDN'T BE HERE.

SHE'S LIVED IN PINE BLUFF, SOUTH CAROLINA SINCE THE DAY SHE WAS BORN.

SHE WENT TO GRAMMAR SCHOOL TWO BLOCKS SOUTH, DREW HER FIRST PAYCHECK BEHIND THE COUNTER AT LANGLEY'S HARDWARE, MARRIED LUCAS IN THE JUDGE'S CHAMBERS AROUND THE CORNER...

... AND GAVE BIRTH TO HER SON RIGHT HERE IN DR. BURTON'S EXAMINATION ROOM.

THE SCHOOL AND COURTHOUSE ARE STILL STANDING -- SO FAR, KNOCK ON WOOD -- BUT LANGLEY SOLD OUT TO A FRANCHISE CHAIN ALMOST A DECADE AGO...

... AND THE GOOD DOCTOR'S BEEN BURIED THREE PLOTS DOWN FROM LUCAS FOR OVER A YEAR NOW.

LIFE GOES ON.

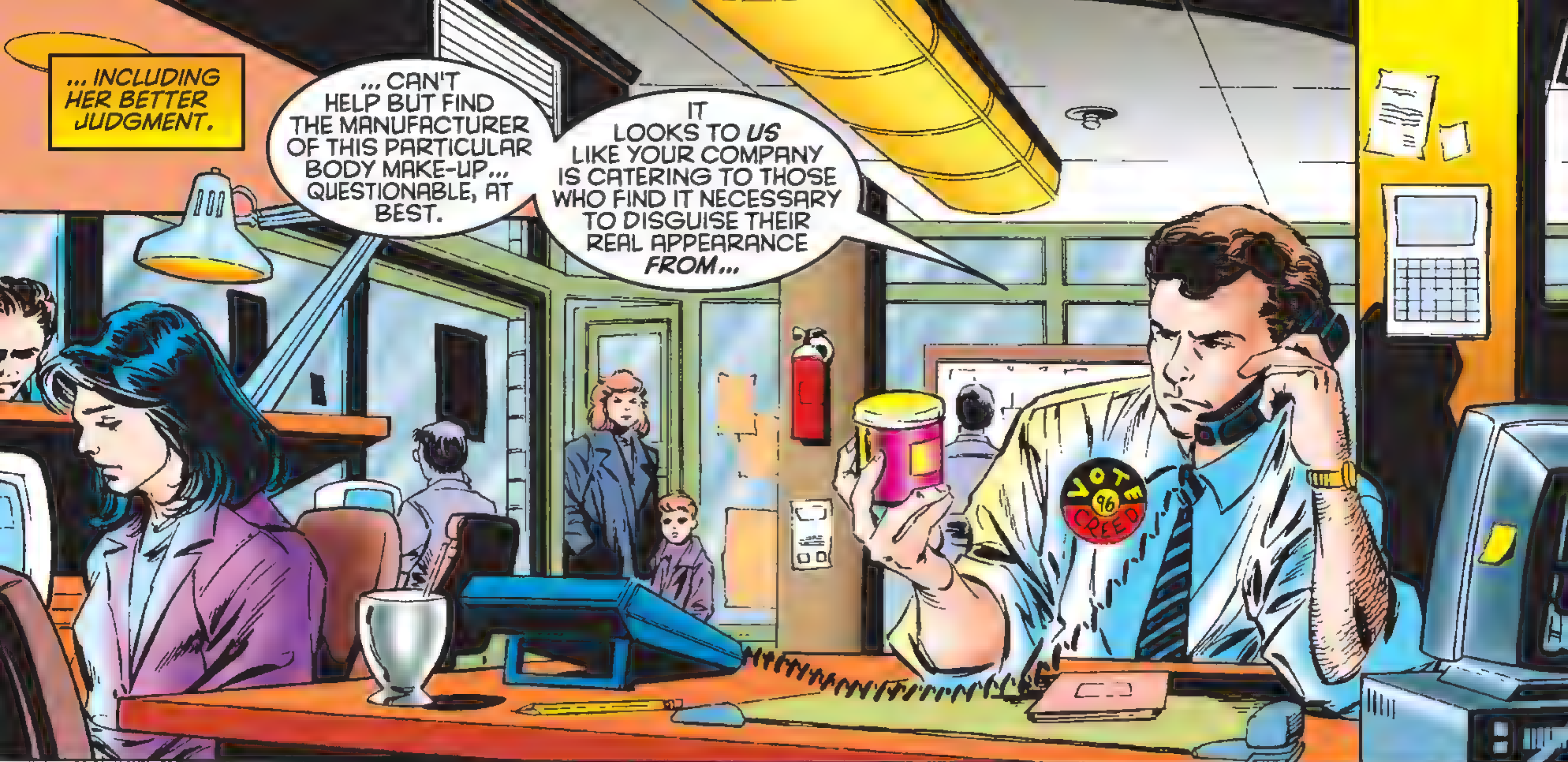
CHANGE IS GOOD, SHE'S TOLD, AND SHE'S ALWAYS TRIED HER BEST TO BELIEVE IT...

... UNLESS AND UNTIL IT THREATENS STEVIE.

TO PROTECT HER BEAUTIFUL BABY BOY, THE PRIDE OF HER HEART AND SOUL -- THE FAR AND AWAY BEST THING SHE'S EVER DONE, IN FACT --

-- MELODY WOULD RISK EVERYTHING, SACRIFICE ANYTHING...





... INCLUDING
HER BETTER
JUDGMENT.

... CAN'T
HELP BUT FIND
THE MANUFACTURER
OF THIS PARTICULAR
BODY MAKE-UP...
QUESTIONABLE, AT
BEST.

IT
LOOKS TO US
LIKE YOUR COMPANY
IS CATERING TO THOSE
WHO FIND IT NECESSARY
TO DISGUISE THEIR
REAL APPEARANCE
FROM...



SUFFICE IT TO SAY, SIR,
IF YOU CHOOSE TO
CONTINUE MARKETING
THIS PRODUCT IN OUR
COMMUNITY --

-- YOU
WILL BE
HEARING
FROM US
AGAIN.

MOMMA...



DON'T WORRY,
STEVIE, WE'RE NOT
STAYING.

THIS
WAS JUST
A BAD IDEA
FROM THE
START...

... A
MISTAKE
I DON'T
HAVE TO
MAKE.



OF COURSE
NOT.

BUT A
NEW PERSPECTIVE
NEVER HURT ANYONE
NOW, DID IT,
MS..?

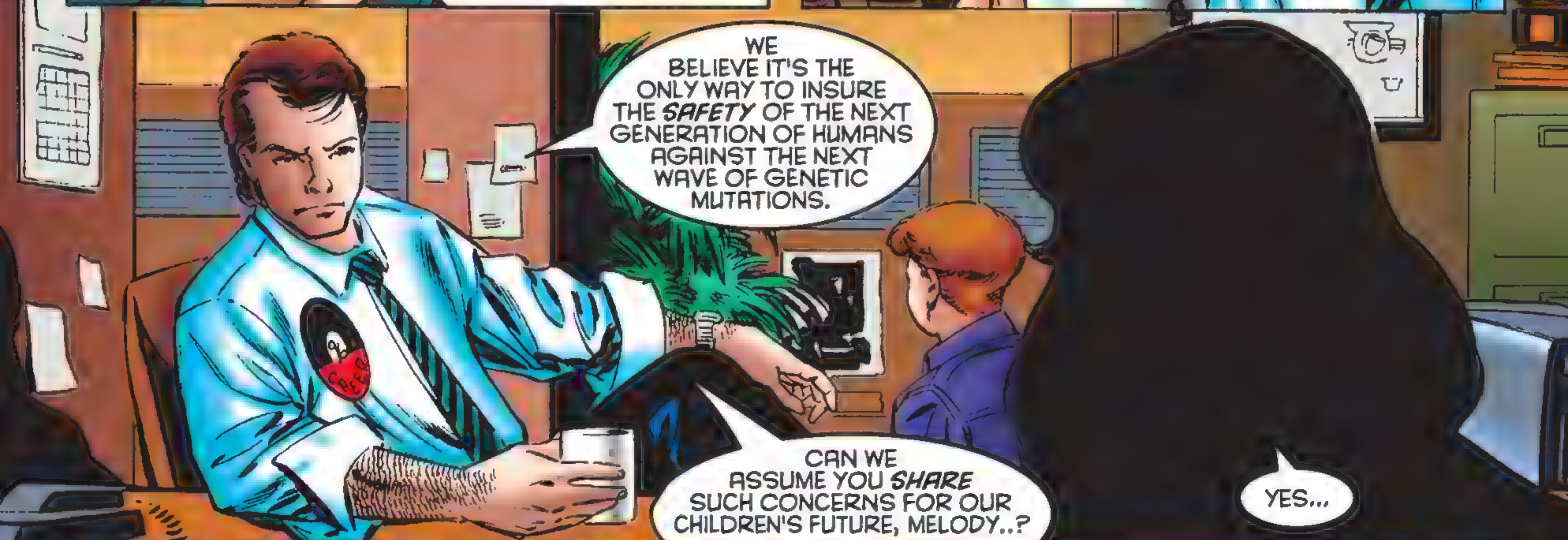
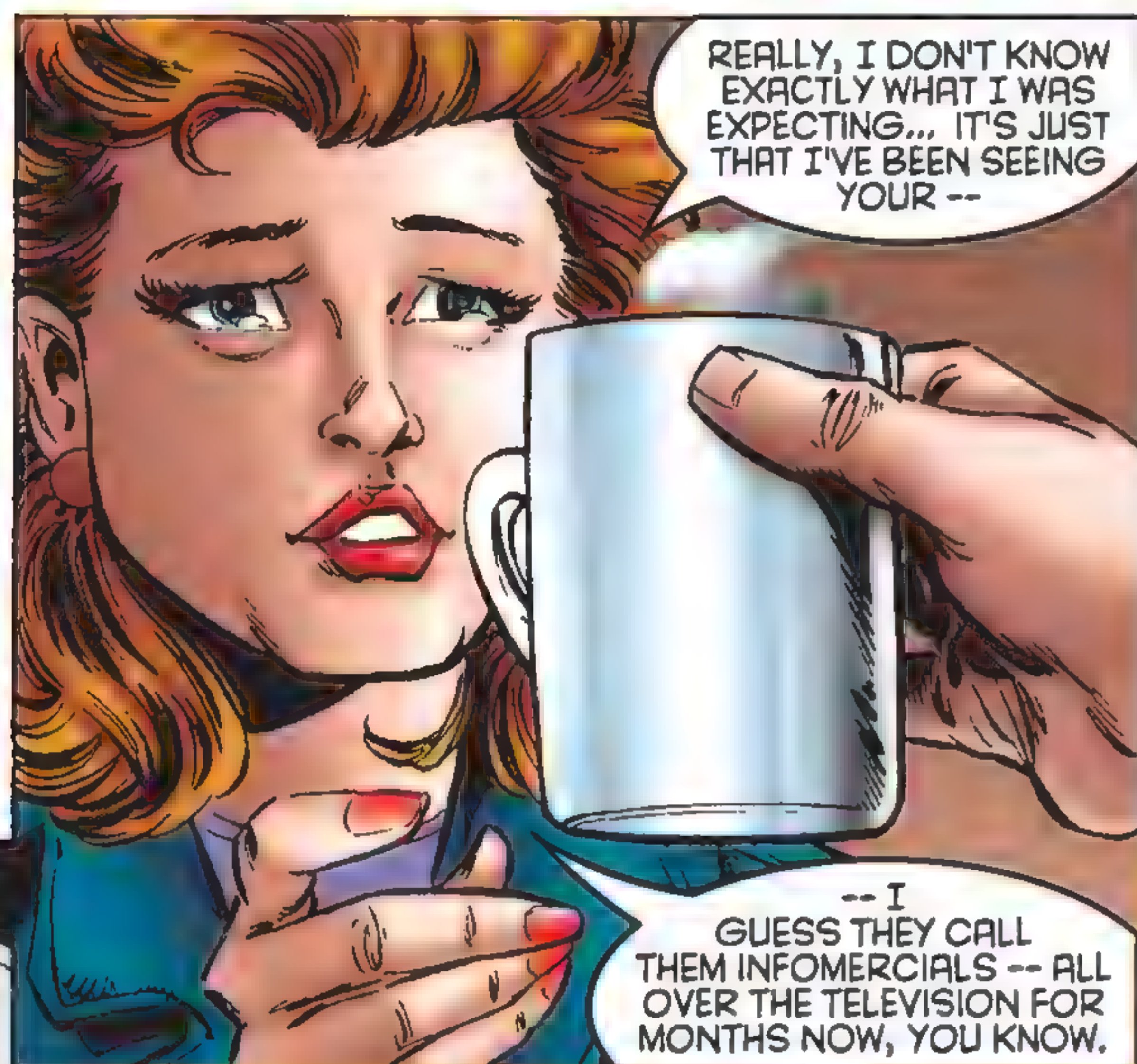
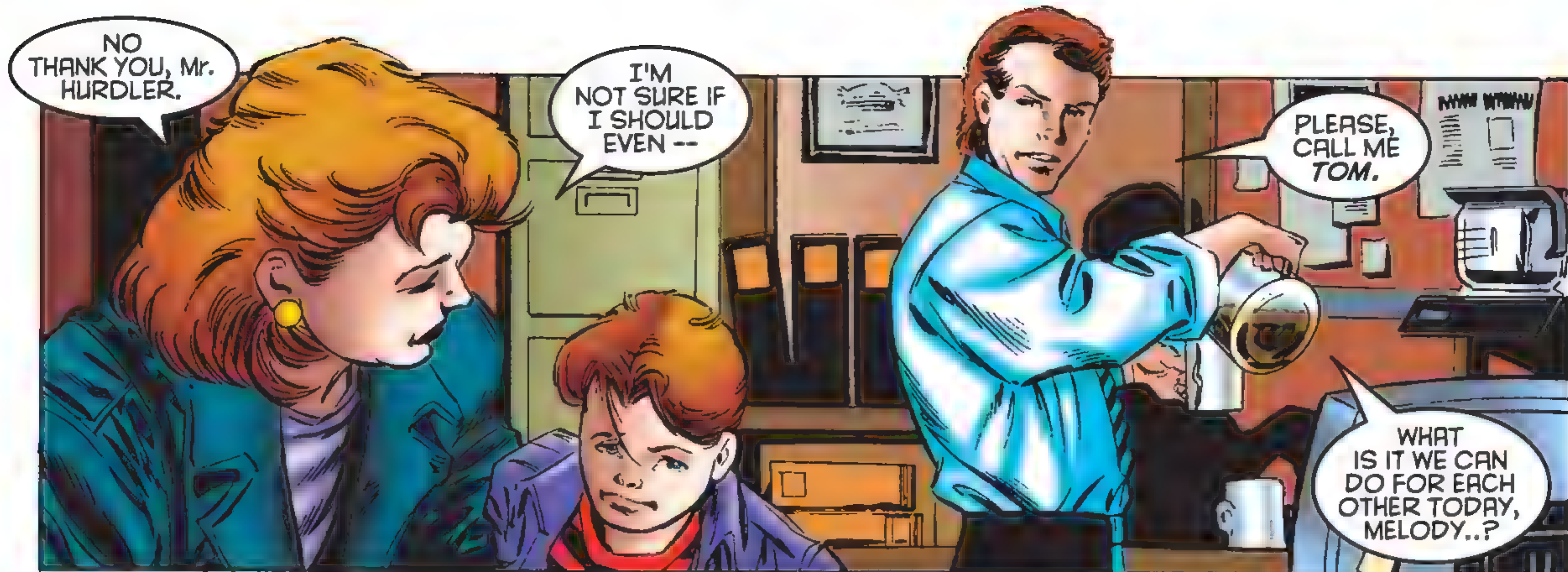
WATKINS.
MELODY
WATKINS.

TOM
HURDLER.



WELCOME TO HUMANITY'S
LAST STAND,
MELODY.

COFFEE..?



FOR THE MOST PART, HUMANITY'S LAST STAND IS AN ORGANIZATION WHOSE STRENGTH COMES FROM THE WEAKNESS OF ITS SUPPORTERS.

A FORTRESS BUILT ON FEAR.

MANKIND'S ETERNAL FEAR OF CHANGE, AS INDIVIDUALS -- AND EVEN AS A SPECIES NOW, FOR THE FIRST TIME EVER --

-- AN ALL-TOO-HUMAN FEAR, COLLECTIVELY, OF THE SO-CALLED HOMO SUPERIOR...



... WHO WALK
AMONG US.

THIS IS PRECISELY
WHAT THEY FEAR.

OR, MORE
ACCURATELY,
WHO.

ROGUE IS
A MUTANT.

GIFTED WITH STRENGTH
AND SPEED BEYOND
EXPECTATIONS -- AND
UNABLE TO TOUCH
ANOTHER WITHOUT
ABSORBING THEIR
MEMORIES AND SPECIAL
ABILITIES -- SHE HAS
EVEN SERVED AS AN
ACTIVE MEMBER OF THE
INFAMOUS X-MEN...

... GENETICALLY-ENHANCED
STUDENTS OF PROFESSOR
CHARLES XAVIER HIMSELF,
THE WORLD'S FOREMOST
AUTHORITY -- IN BOTH WORD
AND DEED -- ON MUTANT-
HUMAN RELATIONS.

"ONCE AN X-MAN, ALWAYS
AN X-MAN," WERE THE LAST
WORDS SHE HEARD AS SHE
FLEW OUT THE DOORS OF THE
XAVIER INSTITUTE WEEKS AGO.

SHE IS JUST NOW
DARING TO HOPE
THEY MIGHT BE
WRONG.

ROGUE IS A
MUTANT...

... SHE JUST DOESN'T
WANT TO LIVE LIKE ONE
ANYMORE.

RIGHT
THIS WAY,
Y'ALL...

STAN LEE
Presents:

ADRIET

SCOTT LOBDELL
plot

TERRY KAVAGH script
SELLERS/MILGROM pencils
KOBISH/CANDELARIO inks

MATT WEBB
colors

STARKINGS
AND COMICRAFT
letters

MALIBU
enhancement

KELLY CORUESE
edits

BOB HARRAS
edits in chief



... AH
CAN'T TELL
YOU HOW MANY
TIMES A NIGHT
AH HAVE TO
ANSWER THAT
ONE.

TELL
YA THE TRUTH,
BABE, I DON'T
SEE IT.

I'VE ALWAYS
THOUGHT YOU WERE
TOO PRETTY FOR
WAITRESSING.

IF YOU
SAY SO, AH
SUPPOSE.

I SAY
SO!
SEE
YA TOMORROW,
ANYWAYS...

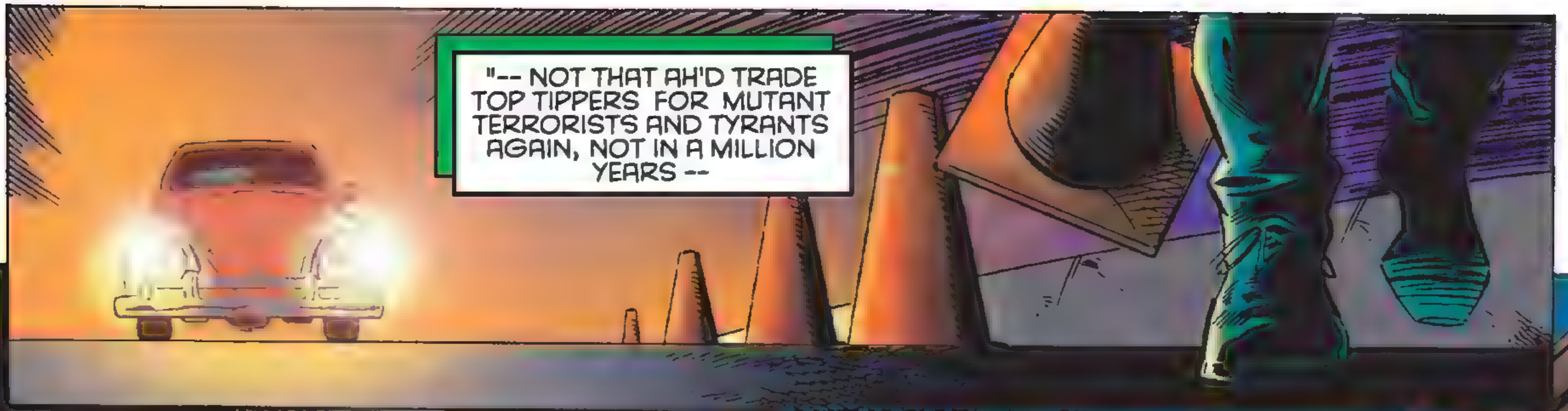
"... ANOTHER DAY,
ANOTHER DIME."

YOU
GOT THAT
RIGHT,
SPORT.

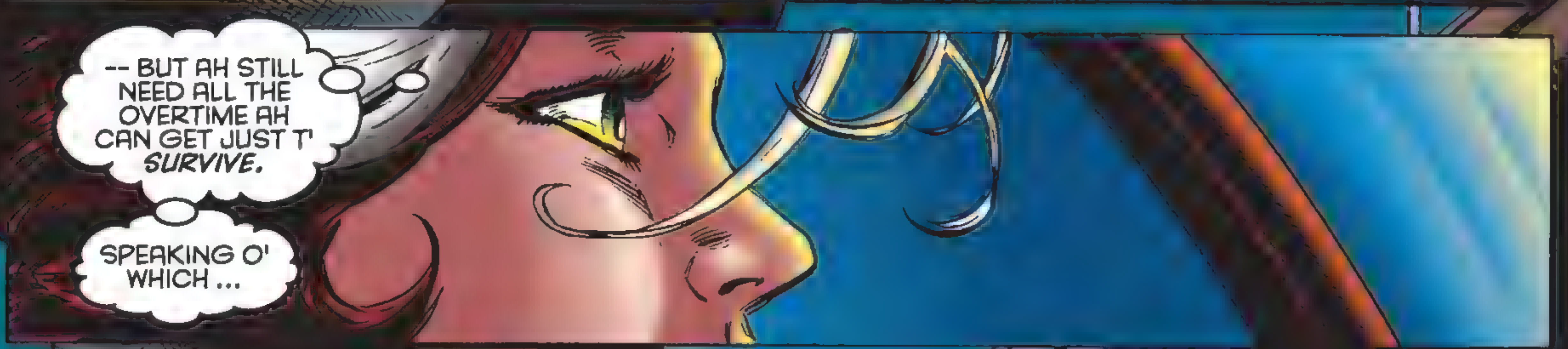
TWELVE-
HOUR SHIFTS, SIX
DAYS A WEEK, OFF
THE BOOKS.

"EYE-TO-EYE AND FACE-
TO-FACE WITH WAY TOO
MANY TOURISTS FOR
MY OWN GOOD --"

VRRMM



"-- NOT THAT AH'D TRADE
TOP TIPPERS FOR MUTANT
TERRORISTS AND TYRANTS
AGAIN, NOT IN A MILLION
YEARS --"



-- BUT AH STILL
NEED ALL THE
OVERTIME AH
CAN GET JUST T'
SURVIVE.

SPEAKING O'
WHICH ...



"... WORKING AWFUL *LATE*
AGAIN, AIN'TCHA, FELLAS?"

"FOURTH NIGHT IN A ROW,
NOW THAT AH THINK ABOUT
IT. EXACT SAME CREW, IN
FACT, FROM THE LOOKS OF 'EM."



"YET FOR ALL THEIR DEDICATION
TO THE CAUSE -- SUCH
ADMIRABLE AMBITION AND ALL --"



-- AH
DON'T SEE A
LOT GETTING
DONE...

"THIS IS WHAT IT'S ALL ABOUT SO FAR, THE LIGHT AT THE END O' MY TUNNEL."



"A HOUSE IN THE SUBURBS, TWO-CAR GARAGE WITH ROOM T'LET INCLUDED..."

... AND A BEAT-UP '72 BUG T' GET ME HERE.

CAR'S ALL MINE, NO STRINGS ATTACHED --

-- IN JUST THIRTY-TWO PAYMENTS MORE --

-- BUT THE RENT'S DUE ON THE FIRST, AND...

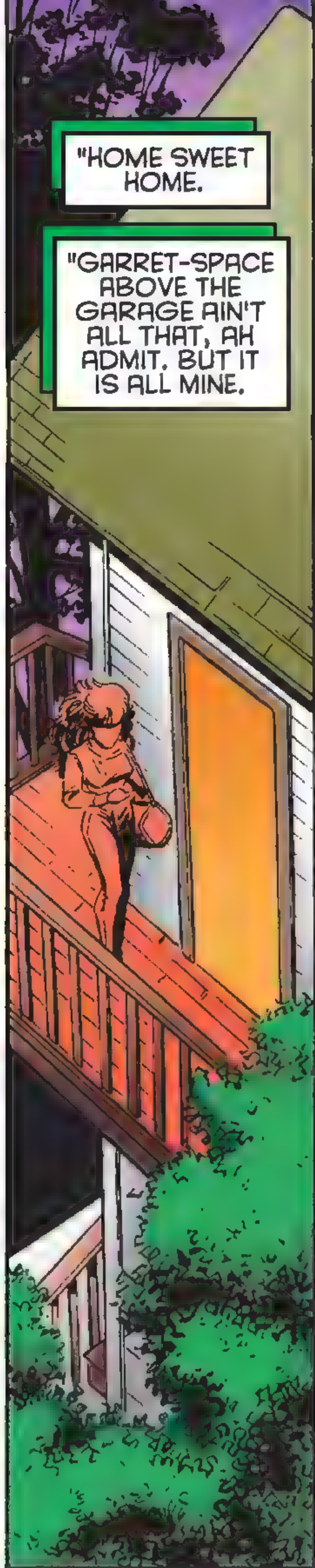
STEVIE..?

"WEIRD."

"IT'S WELL PAST HIS BEDTIME, THAT'S FOR SURE -- AND MELODY'S CERTAINLY STRICT ENOUGH ABOUT THAT --"

-- BUT THE KIDDO'S NEVER BEEN TOO SHY T' SNEAK A WAVE BEFORE.





"HOME SWEET HOME."

"GARRET-SPACE ABOVE THE GARAGE AIN'T ALL THAT, AH ADMIT. BUT IT IS ALL MINE."



"QUIET, CLEAN --"

-- AND PRIVATE..?

NO, DON'T.

PLEASE...

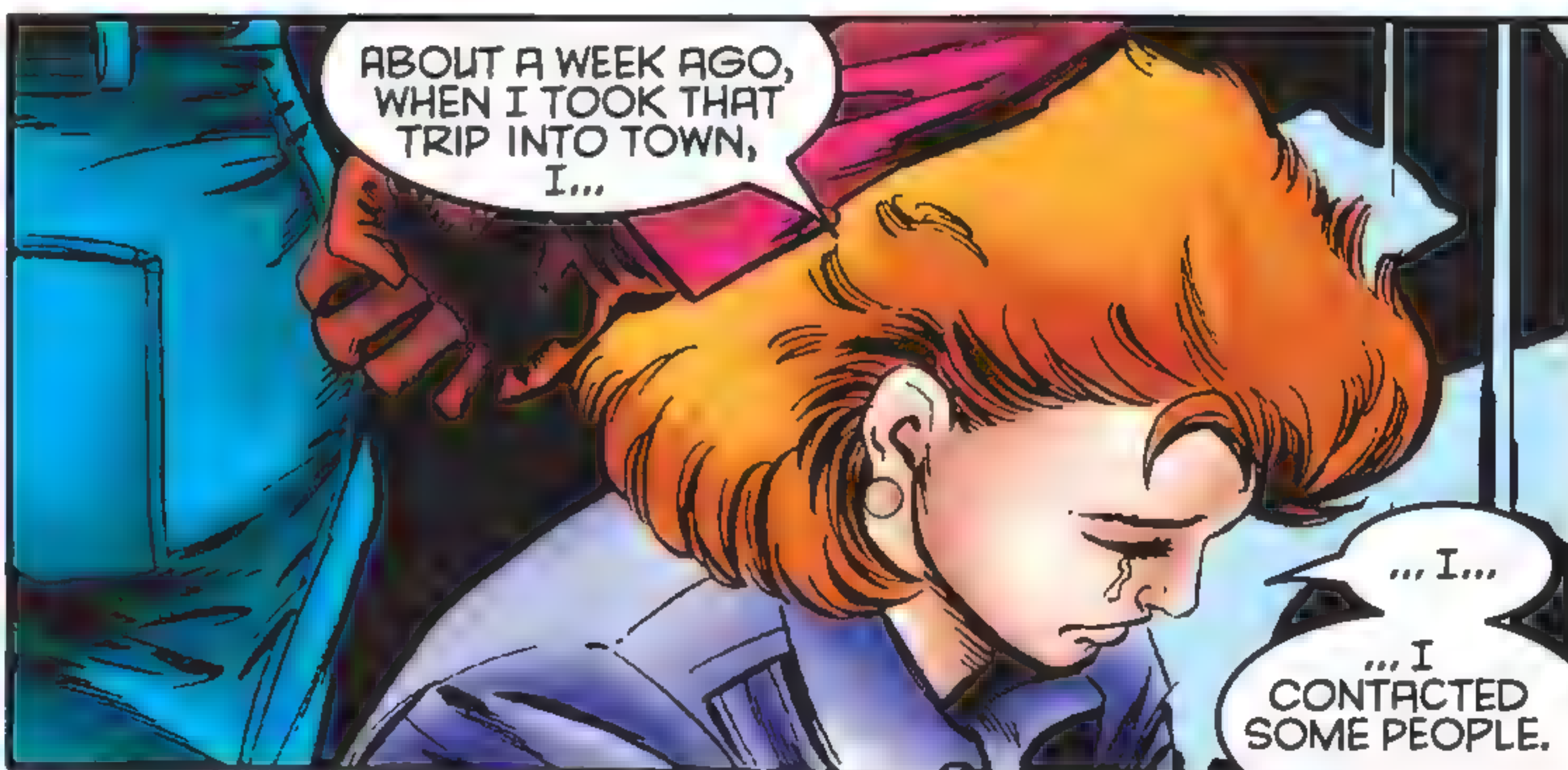
... DON'T TURN ON THE LIGHT.



MEL..?

LET ME JUST SAY THIS, SWEETIE -- TELL YOU THE WHOLE TRUTH FINALLY --

-- BEFORE I LOSE WHAT LITTLE NERVE I MANAGED TO FIND.



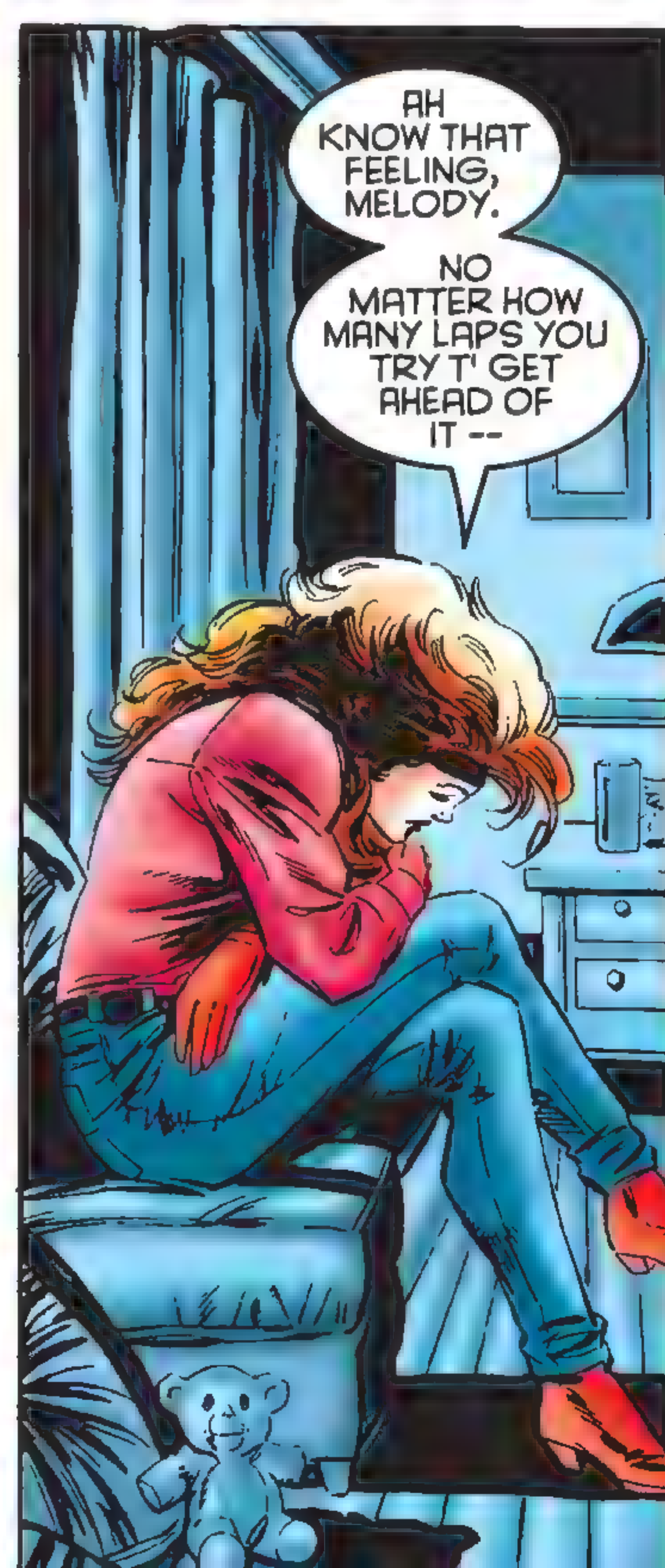
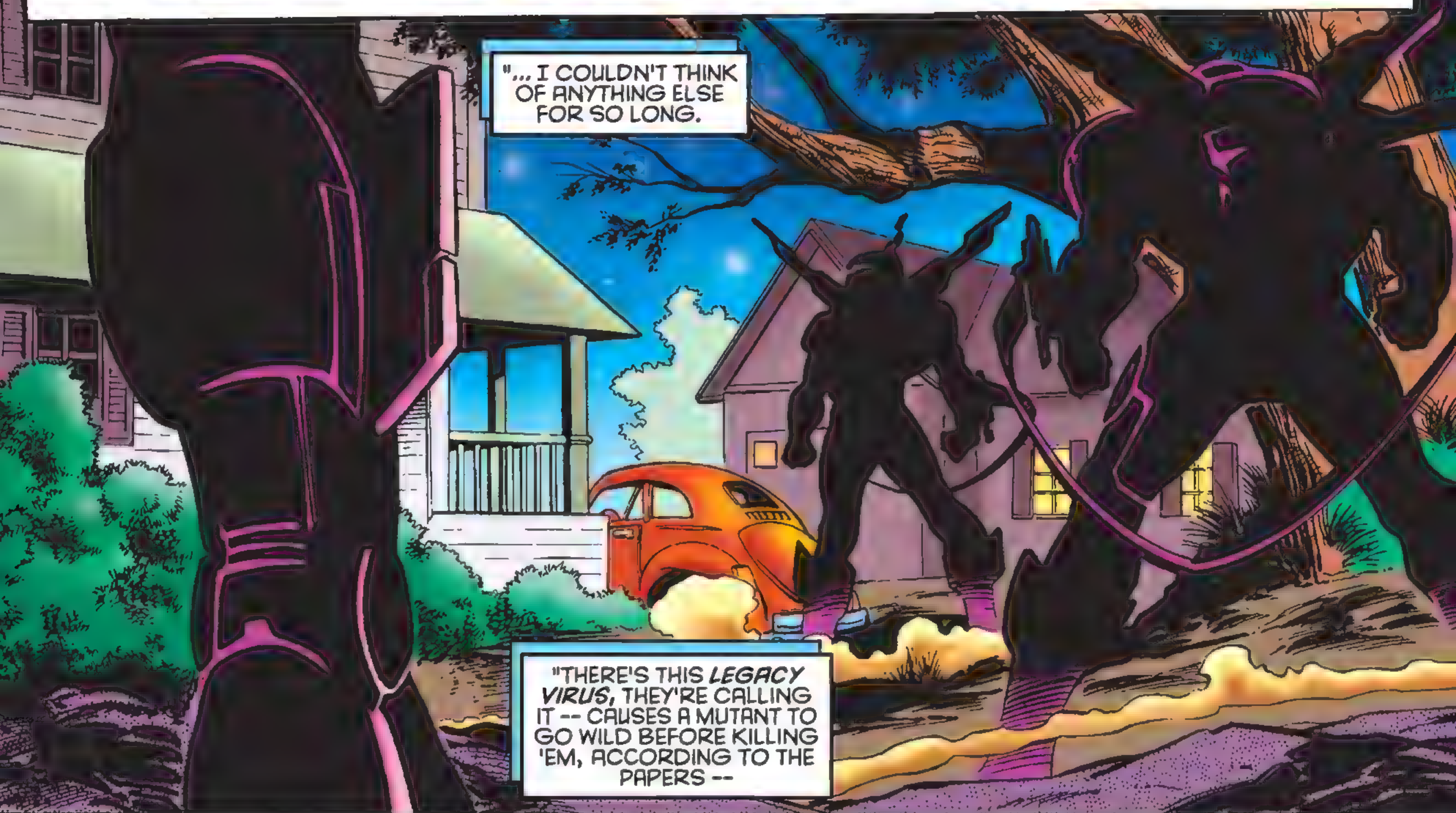
ABOUT A WEEK AGO, WHEN I TOOK THAT TRIP INTO TOWN, I...

... I...

... I CONTACTED SOME PEOPLE.



Oh, NO. WHAT PEOPLE?





"... TROUBLE
ALWAYS COMES
FULL CIRCLE..."

MAULER-ONE TO
EXTRACTION SQUAD
COMMAND.

ACCESS
GAINED, QUARRY
LOCKED.

COMMENCING
ARREST UNDER
INTERNATIONAL
AUTHORITY
OF --



FORGET
YA'LL'S
AUTHORITY,
TIN MAN!



HUMANITY'S
LAST STAND
ON A SUICIDE-
RUN..?

GENOSHAN
MILITIA, RESTOCKING
THE MUTANT SLAVE
PENS..?

OHFF!



DOCTOR
DOOM, LOOKING
T' TAKE OVER THE
WORLD...?

AGAIN.

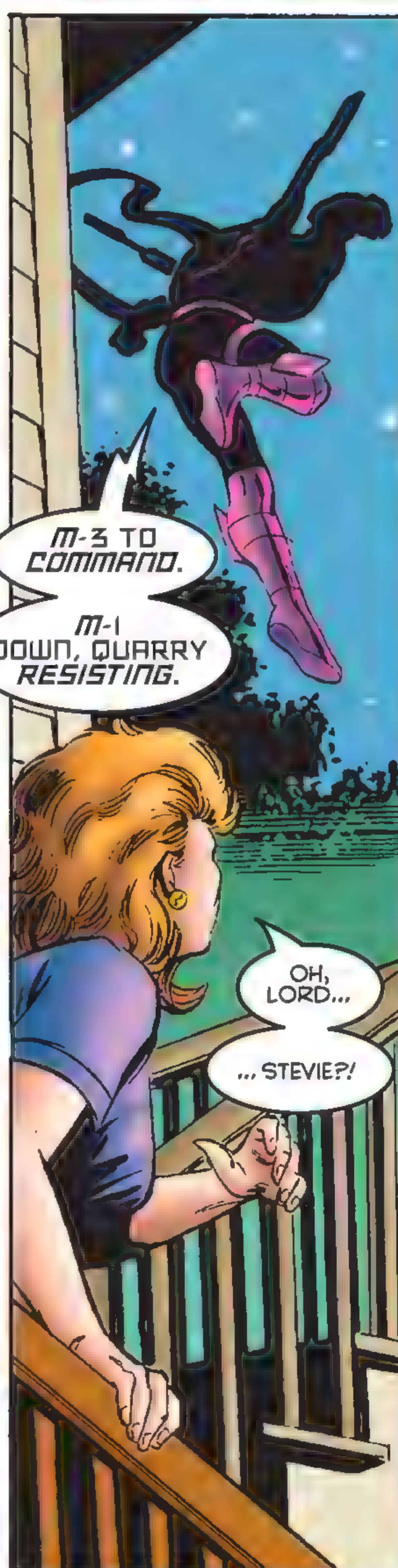
SKRAK



SAME DIFFERENCE,
SOLDIER, ONE WAY OR
ANOTHER --

-- Y'ALL
JUST TARGET
PRACTICE T'
ME!

WHOK



M-3 TO
COMMAND.

M-1
DOWN, QUARRY
RESISTING.

OH,
LORD...

... STEVIE?!



LETHAL
PERSUASION
SANCTIONED.

BUDDA
BUDDA

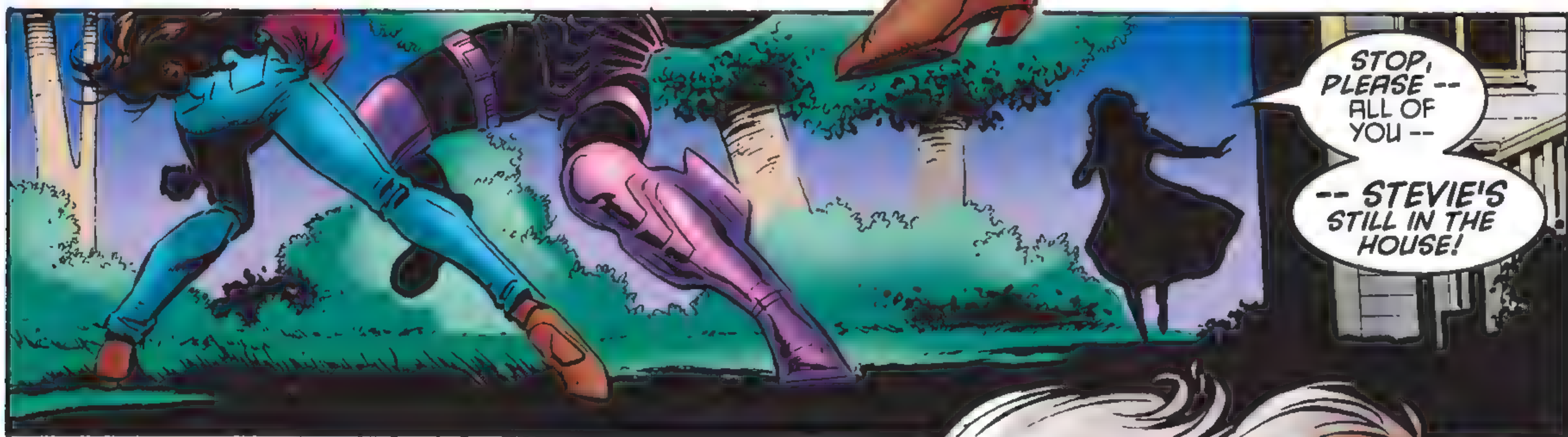
YA'LL
D-DON'T
GET IT, D-DO
YOU..?



AH HAD
SOMETHING
GOOD GOING
HERE -- SOMETHING
ALMOST REAL, F'R
A CHANGE --

-- TILL
Y'ALL SNIFFED
ME OUT LIKE
HOUNDS IN
HEAT.

NOW AH
GOT NOTHING
T'LOSE
AGAIN!



STOP,
PLEASE --
ALL OF
YOU --

-- STEVIE'S
STILL IN THE
HOUSE!



I'VE
GOT TO
REACH
MY --



SON
OF A...



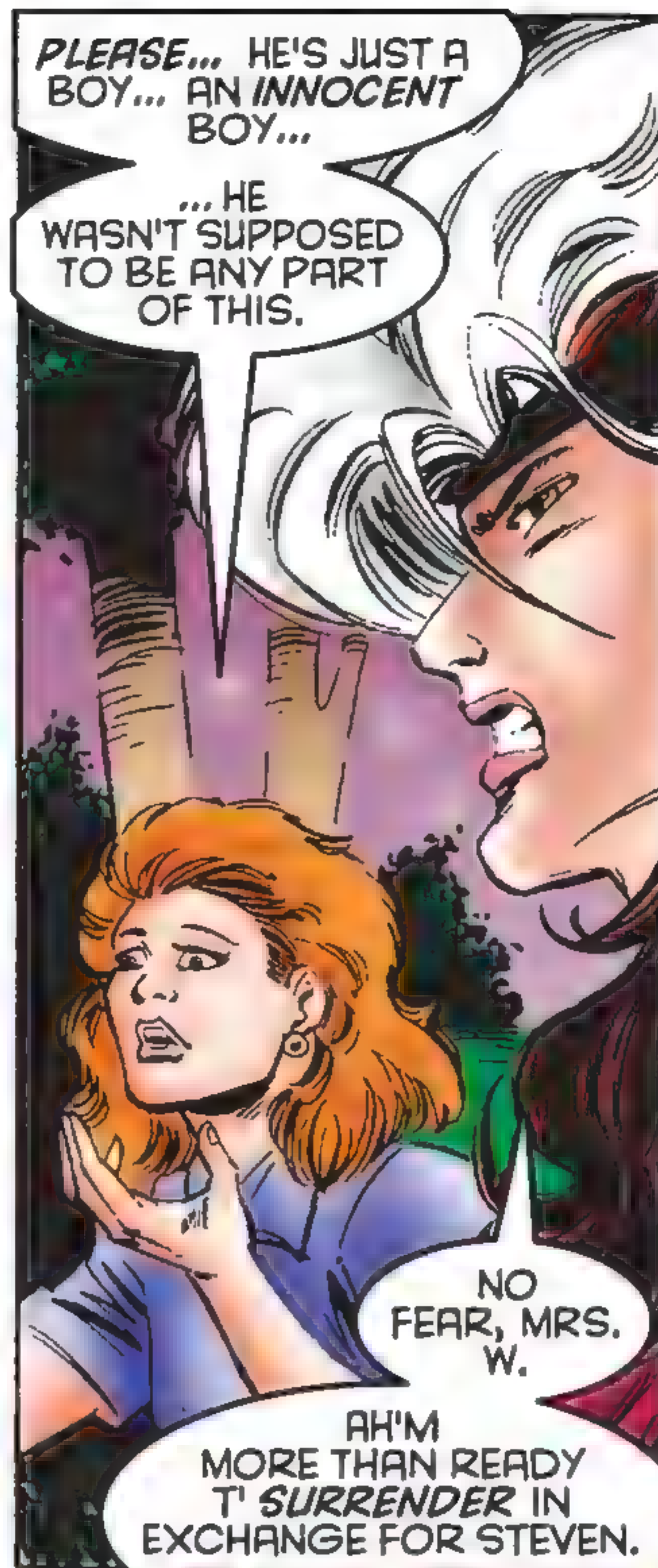
CLOSE ENOUGH, ROGUE.

IT'S BASTION, TO MY SUPERIORS.

EXTRACTION SQUAD COMMAND TO YOU, MUTANT.

YOU WILL COME PEACEFULLY NOW.

MOMMA...



PLEASE... HE'S JUST A BOY... AN INNOCENT BOY...

... HE WASN'T SUPPOSED TO BE ANY PART OF THIS.

NO FEAR, MRS. W.

AH'M MORE THAN READY T' SURRENDER IN EXCHANGE FOR STEVEN.



TOUCHING, I'M SURE.

WHAT WOULD YOU DO TO PROTECT HIS MOTHER..?



MELODY...

... GET DO --

--WWR!



CAN'T IMAGINE WHAT KIND OF SOFTBALL YOU'RE USED TO PLAYING, ROGUE...

... BUT I DON'T DO THAT "COMPROMISE" THING.

THIS IS THE PROMISE OF HUMANITY'S LAST STAND.

A COMMUNITY SAFELY SHELTERED FROM THE UNPREDICTABLE PERILS OF THE WORLD WITHOUT, SHIELDED FROM THE NATURAL ORDER OF CHANGE.

IN THIS COMPOUND ALONE, WELL OVER A HUNDRED MEN, WOMEN, AND CHILDREN LIVE, WORK, EAT...

... AND SLEEP THE SLEEP OF THE JUSTIFIED.

SECURE IN THE SHADOWS OF SOCIETY...

SHE CAN'T STAY, BASTION.

MY PEOPLE AREN'T ANYWHERE NEAR PREPARED TO ENCOUNTER THE X-MEN AGAIN -- NOT YET --

-- WE ALREADY DISCOVERED THAT THE *HARD* WAY.

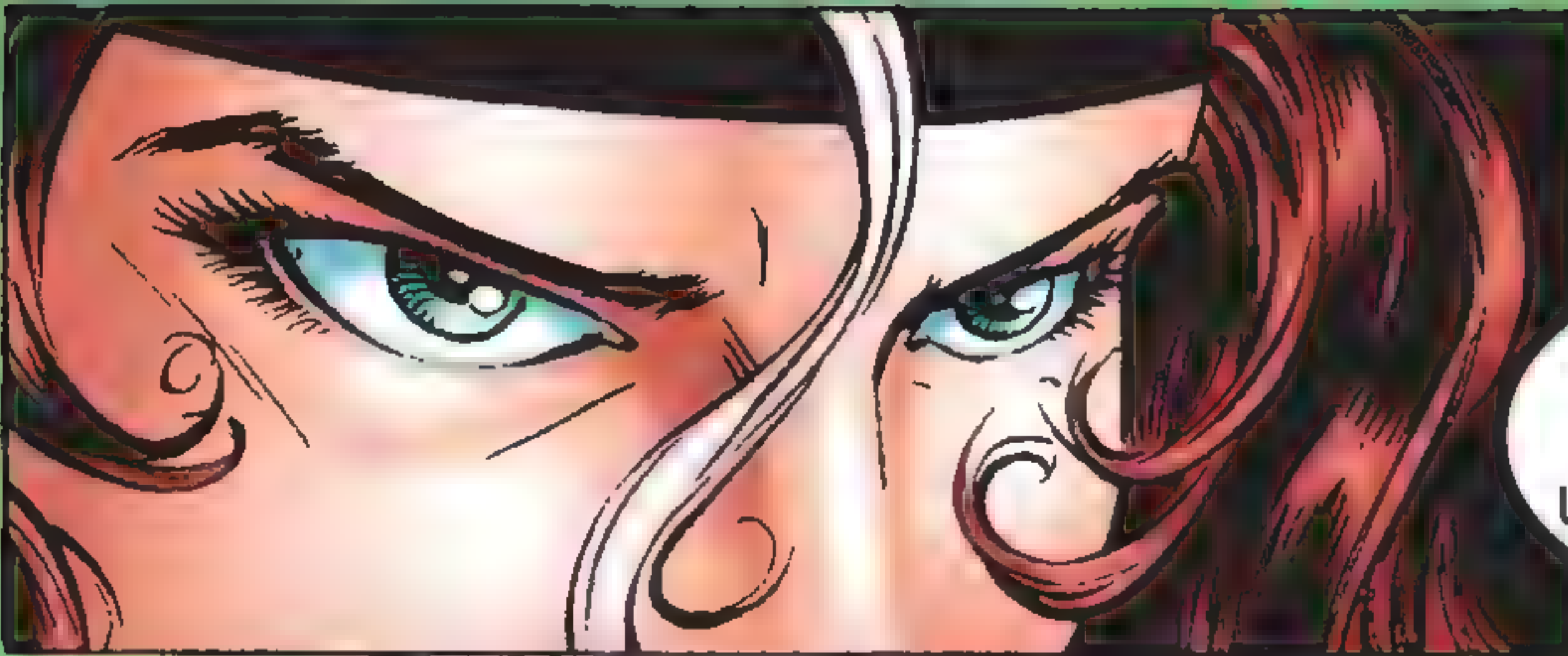
HER MERE PRESENCE HERE THREATENS OUR ENTIRE MOVEMENT NOW, JUST AS OUR VOICE HAS BEGUN TO BE *HEARD*...

... JUST AS PUBLIC OPINION HAS A CHANCE OF SWAYING IN OUR --

YES, YES, Mr. TRASK.

I'LL CERTAINLY KEEP ALL YOUR CONCERNS IN MIND.

AS FOR YOU, HOWEVER, MUTANT...



... YOU CAN STOP PRETENDING YOU'RE STILL UNCONSCIOUS NOW.

INFORMATION IS NO LONGER OF ANY VALUE TO YOU, ROGUE.

OR ANY THREAT TO US.

TRUST ME.

SURE, BASTION.

AH'D BE ONLY TOO HAPPY TO SHAKE ON IT, EVEN -- MAYBE EVEN SHARE A HEARTY GROUP HUG YA'LL WOULD NEVER FORGET --

--IF NOT FOR THESE OFF-THE-RACK OMNIUM SHACKLES.

CHAINS IN GOVERNMENT GREYS, T' ADD INSULT T'INJURY.

MERELY MEANS TO AN END, MUTANT.

AN END THAT MUST FALL UNDER THE CLASSIFICATION OF "NEED TO KNOW" ONLY, I'M AFRAID...

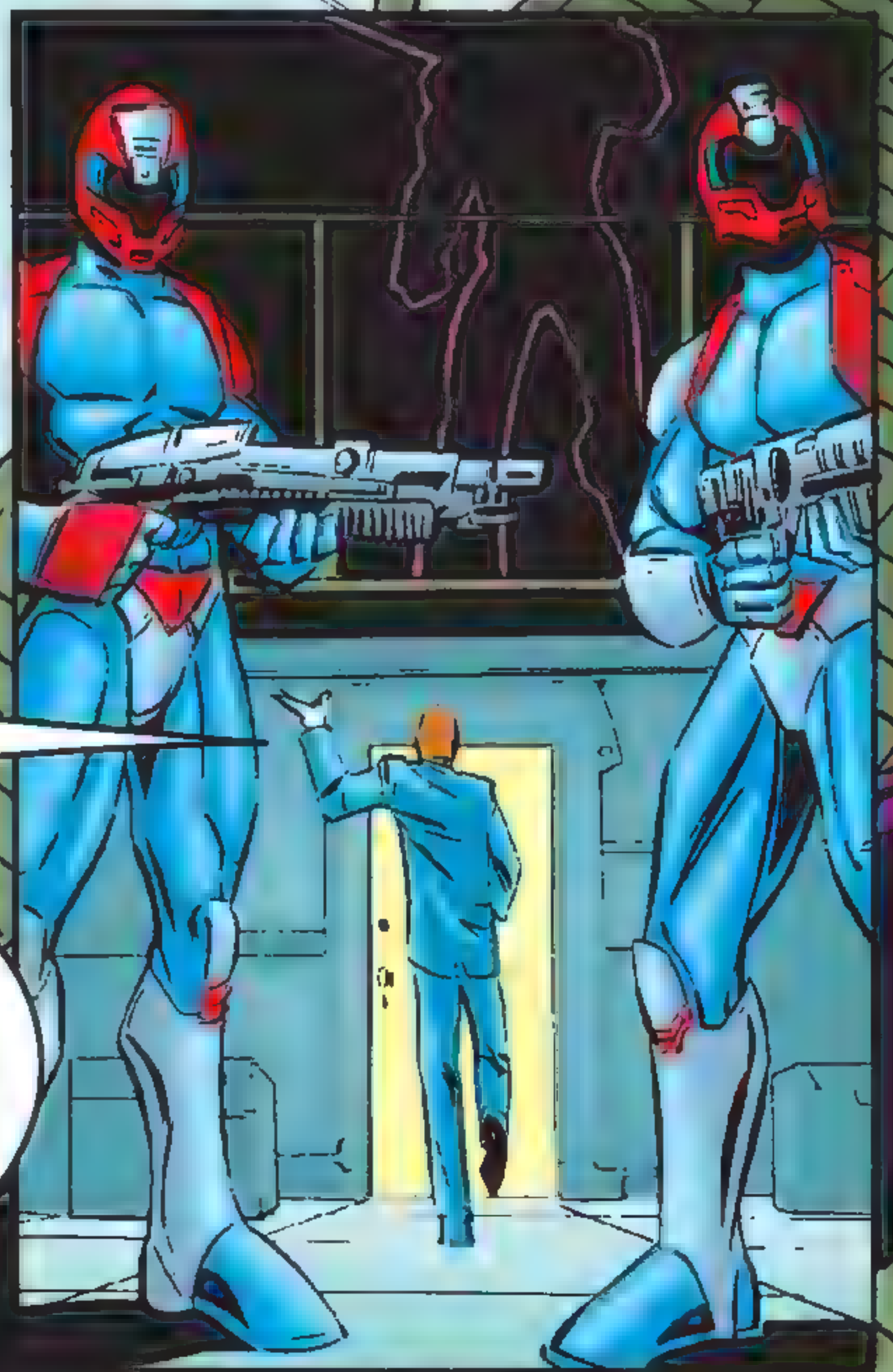
... MR. TRASK.

FINE BY ME.

WE'VE MAINTAINED "MAXIMUM DENIABILITY" FROM THE OUTSET OF THIS OPERATION.

ONE LAST REMINDER THOUGH, "PARTNER."

FOR ALL YOUR CONNECTIONS AND RANK, YOU MUST BE AWARE THAT THE TRASK NAME CARRIES CONSIDERABLE INFLUENCE AND RESOURCES OF ITS OWN...

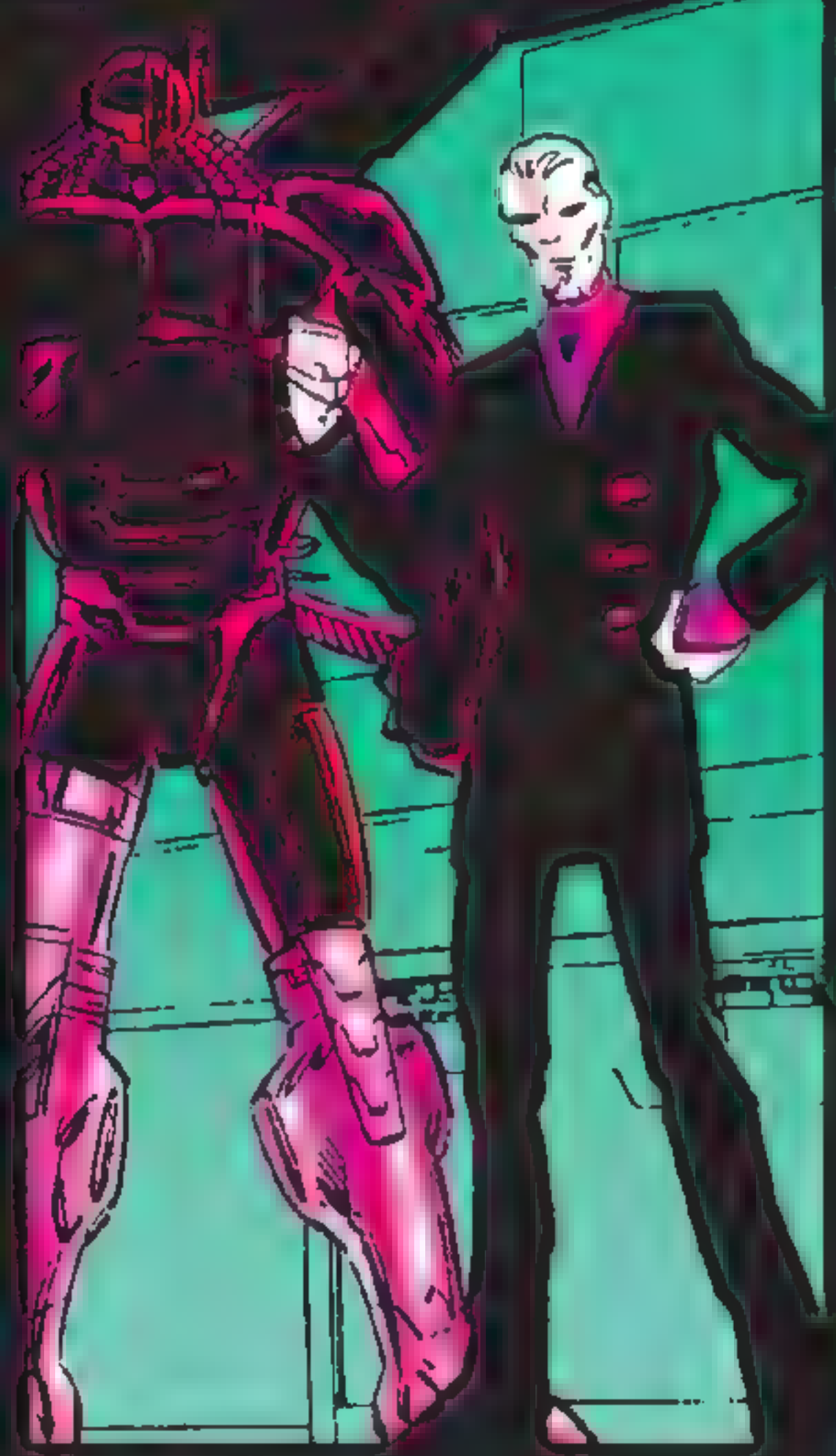


"... AND THE
PEOPLE ARE
NOT WITHOUT
POWER."

MY
DILEMMA IN
A NUTSHELL,
MUTANT:

WHILE
SEVERAL NATIONS
OF THE WORLD HAVE
AGREED TO CHARGE
MY DEPARTMENT WITH
THE RESPONSIBILITY OF
ENDING THE MUTANT
PROBLEM ONCE
AND FOR
ALL...

... I CONFESS
TO SOME PROBLEM
MUSTERING ENOUGH
POPULAR SUPPORT HERE
IN THE STATES TO GET
THE JOB DONE WITH A
MAXIMUM OF VIGOR
AND A MINIMUM
OF ANGST.



AH'M
CRYING
INSIDE WHERE
IT COUNTS,
BASTION.

GET TO
THE POINT
ALREADY...

"TEMPER,
TEMPER,
ROGUE.

"YOUR OH-SO-SOUTHERN
PASSION JUST MAY PROVE
THE DEATH OF US ALL."



IN FACT,
YOUR MASS MURDER
OF THIS ENTIRE **H.L.S.**
COMPLEX, THE **SLAUGHTER**
OF MORE THAN FIFTY HUMAN
FAMILIES -- FANATICS
THOUGH THEY ALL
MAY BE --

-- WOULD
SURELY BE MORE
THAN ENOUGH TO
STOKE **ANTI-MUTANT**
HYSTERIA IN AMERICA
TO THE **FEVER PITCH**
I NEED.

HOW
NICE FOR
YOU.

BUT YOU'RE
EVEN LOOPIER
THAN YOU SOUND IF
Y'ALL THINK AH'D **EVER**
DO SOMETHING LIKE
THAT, NO MATTER
WHAT THE
REASON...

... NO
MATTER
WHAT Y'ALL
DO T'ME.

PROBABLY
NOT.

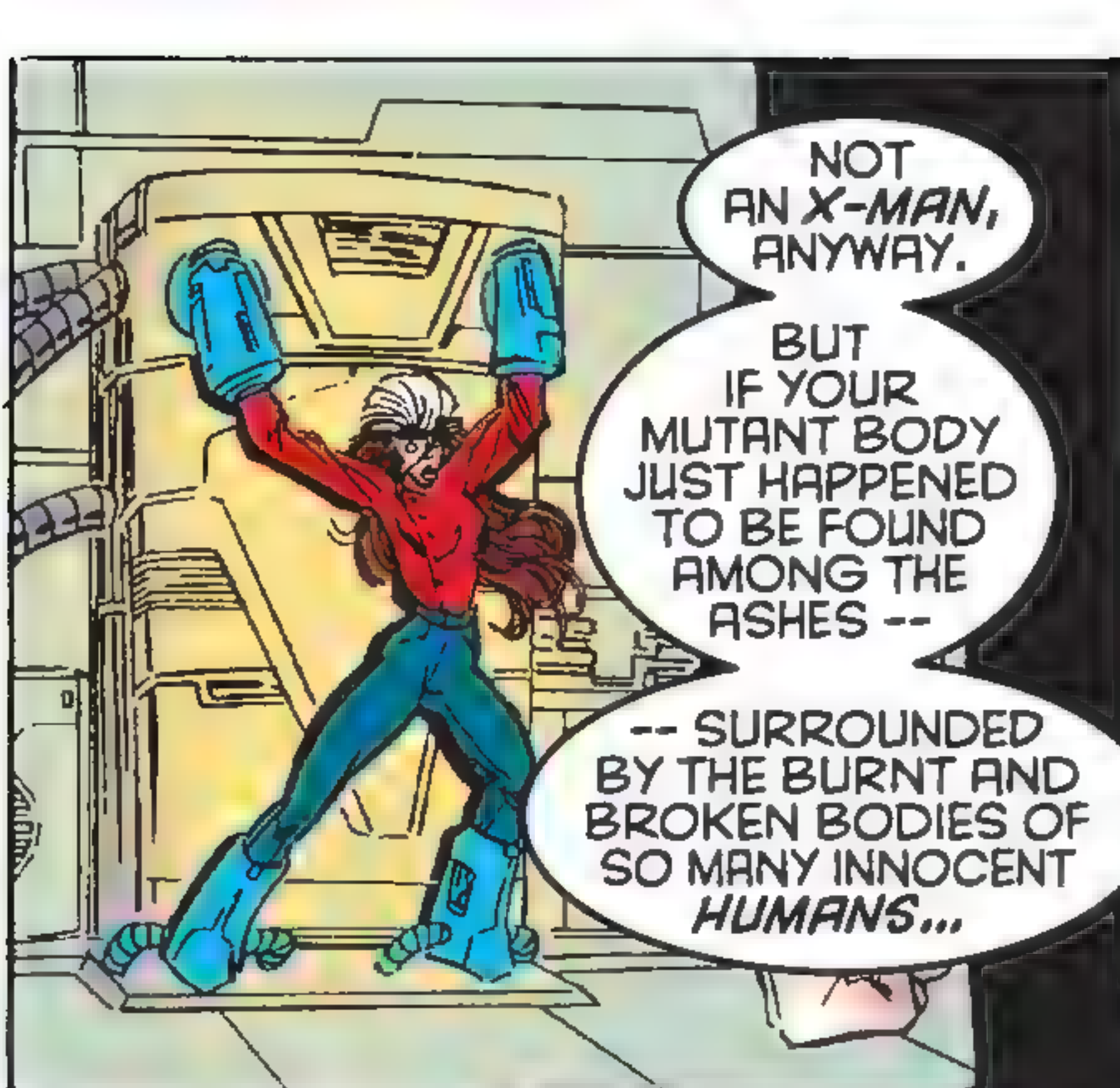


BUT YOU'RE
EVEN LOOPIER
THAN YOU SOUND IF
Y'ALL THINK AH'D **EVER**
DO SOMETHING LIKE
THAT, NO MATTER
WHAT THE
REASON...

... NO
MATTER
WHAT Y'ALL
DO T'ME.

PROBABLY
NOT.

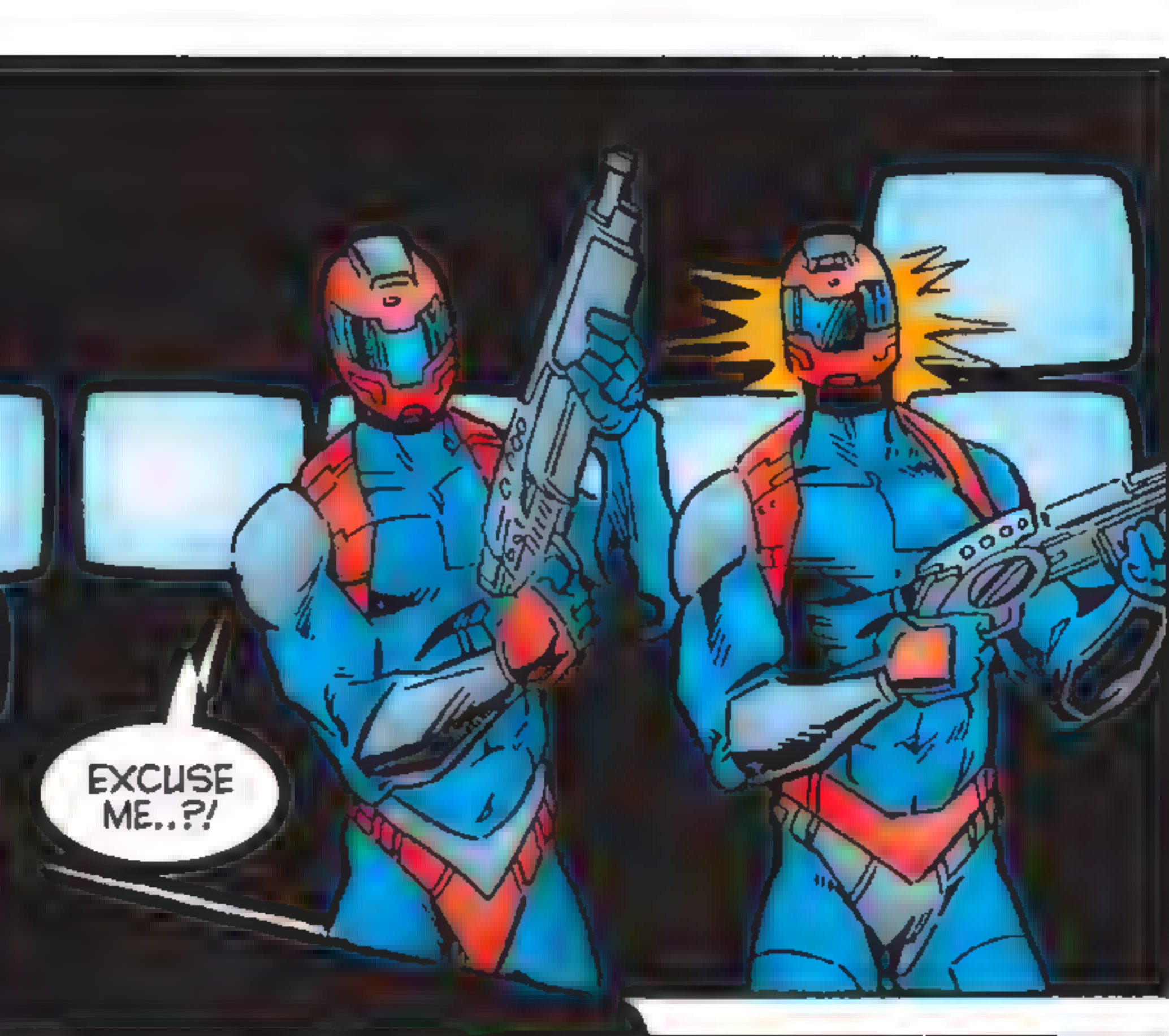
HOW
NICE FOR
YOU.



NOT AN X-MAN, ANYWAY.

BUT IF YOUR MUTANT BODY JUST HAPPENED TO BE FOUND AMONG THE ASHES --

-- SURROUNDED BY THE BURNT AND BROKEN BODIES OF SO MANY INNOCENT HUMANS...



EXCUSE ME...?



COULD YOU REPEAT THAT ONE MORE TIME... SIR?

YOU'RE NOT -- YOU CAN'T BE -- TALKING ABOUT TORCHING THIS PLACE, THE HUMANITY'S LAST STAND COMPOUND...

... WITH ALL MY FRIENDS STILL INSI--



KRAAK!

MARTYRS.

VICTIMS OF A GREATER GOOD, TO PROSPERITY.

AND ANY OTHER SELF-STYLED "SHEPHERDS" WHO SHARE SUCH SELFISH RESERVATIONS...

... CAN TAKE IT UP WITH THE MAULERS!

IF NECESSARY, MURDERER --

-- TO
STOP YOUR
BLOOD-BATH
BEFORE IT
BEGINS --

-- I
WOULD TAKE
IT UP WITH THE
DEVIL
HIMSELF!

WHAT
THE..?
...ARMOR'S
C-CONSTRICTING...

WHO--?!

"SOME KIND OF SHEEP IN
WOLF'S CLOTHING, HIDDEN IN
THE MIDDLE OF THE PACK..?"

"BASTION'S AS BAFFLED
AS AH AM, APPARENTLY.

"BUT HE'S NOT
WAITING FOR
ANSWERS.

SKROOOM

"OUR MYSTERY-GUEST
IS ANOTHER MUTANT,
OBVIOUSLY --"

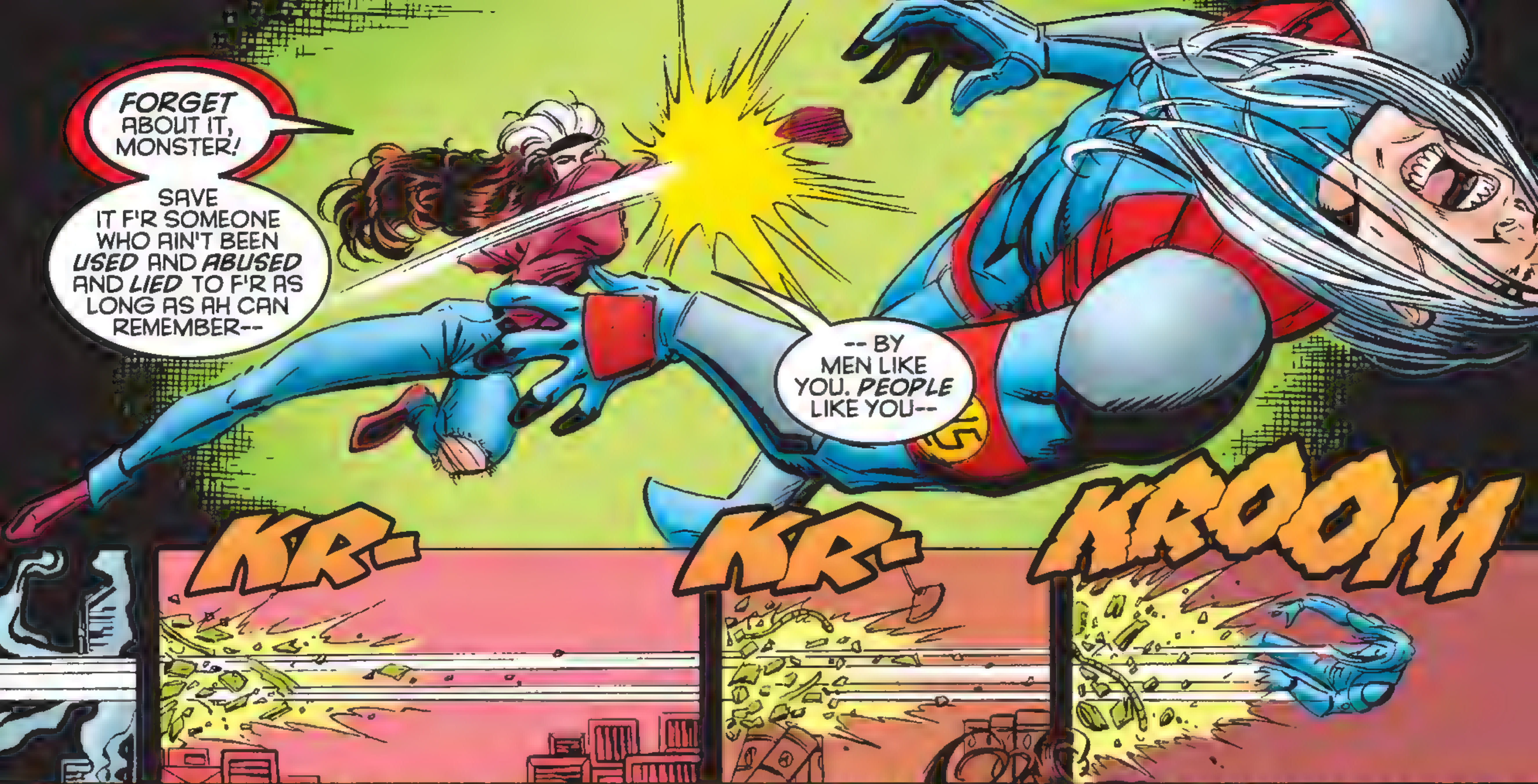
-- WITH
COMMAND OF
METALS. FROM
THE LOOKS OF
IT --



-- BUT...

MY
NAME IS
JOSEPH.

ALLOW
ME TO --



FORGET ABOUT IT, MONSTER!

SAVE IT F'R SOMEONE WHO AIN'T BEEN USED AND ABUSED AND LIED TO F'R AS LONG AS AH CAN REMEMBER---

-- BY MEN LIKE YOU. PEOPLE LIKE YOU--

KR-

KR-

KROOM



WAIT...

... YOU DON'T UNDERSTAND.

-- BY YOU, F'R THAT MATTER...

MAGNETO!

CAN'T
BEGIN T' GUESS
HOW YOU ESCAPED
YOUR RIGHTFUL PLACE
IN *HADES* THIS TIME,
MAGNUS® --

-- OR
WHAT KIND O'
DEAL Y'ALL CUT
TO LOOK
TWENTY YEARS
YOUNGER.

~UHhk~

BUT
ANY OL'
SNAKE CAN
SHED ITS
SKIN.

STILL AN OL'
SNAKE UNDER-
NEATH.

JUST
SLIMIER.

TELL ME
WHAT YOU'VE
GOTTEN US INTO
HERE, MAGNETO,
OR SO HELP
ME...

D-DON'T EVEN R-RECOGNIZE
THIS "MAGNETO" YOU KEEP
REFERRING TO, WOMAN.

BUT I
CAN SEE IT'S
CLEAR YOU HAVE
ME CONFUSED
WITH SOMEONE
WHO --

WRONG
ANSWER!

WHOO

'SPECIALLY
WHEN THIS
MAGNETIC FORCE-
SHIELD O'
YOURS TELLS A
WHOLE OTHER
STORY...

... A
WHOLE LOT
LOUDER!

A STORY
AH ALREADY
KNOW,
MAGNETO.

BY
HEART.

AND
AH KNOW YOUR
SCREEN CAN'T HOLD UP
FOREVER, NOT IN YOUR
CONDITION.

NOT
AGAINST MAH
MOOD.

ON THE
OFF-CHANCE
AH'M WRONG, AH'LL
APOLOGIZE
LATER.

BUT
Y'ALL PICKED
A REALLY
BAD
TIME TO --

WHOO

WHOO

WHOO

WHOO



THAT IS QUITE...
... ENOUGH.



SHNKK

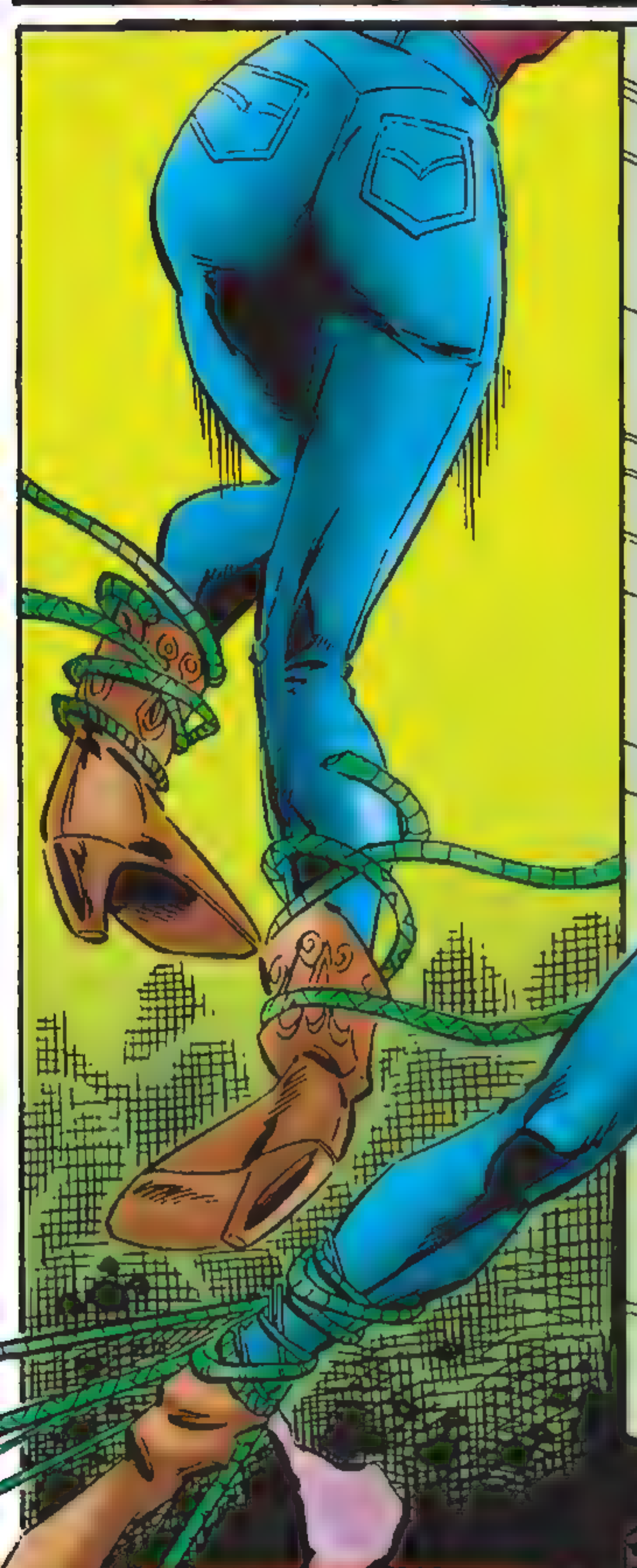
SHNKK

"UNDERSTAND THIS, WOMAN.

"CURIOSITY OF ALL THINGS
MUTANT HAS TAKEN ME DOWN
MANY ROADS RECENTLY."



NO...



THE
MAN KNOWN
AS BASTION'S
INTENTION FOR YOU,
HOWEVER -- AND THE
REST OF THIS FLOCK
OF WOULD-BE
SHEPHERDS --

-- FORCED
MY HAND.

"WHEN I HAPPENED
UPON A TENT-REVIVAL
UP NORTH -- A
RECRUITMENT-DRIVE,
IN REALITY -- FOR
HUMANITY'S LAST
STAND..."

"... I TOOK ADVANTAGE
OF THE OPPORTUNITY
TO INFILTRATE THESE
MISGUIDED HUMANS --
OBSERVE THE TRAGEDY
OF IT ALL FROM WITHIN --

"-- IN THE HOPE THAT
THEY'D SOMEHOW
PROVIDE ME WITH AN
INFORMATION ON
THE X-MEN..."

WE
CAN SETTLE
WHAT YOU DO
OR DO NOT
BELIEVE LATER,
ROGUE.

BUT
I AM CERTAIN
THAT WE SHARE, AT
LEAST, AN IMMEDIATE
COMMITMENT TO
PREVENTING THE
MASSACRE OF
OVER A HUNDRED
ALLEGED
INNOCENTS.

SO
YOU ARE
WITH ME OR
AGAINST
ME.

THE
CHOICE IS
YOURS.



SNK

CRASH

TRUEST
THING Y'ALL
SAID YET.

BUT
IF YOU ARE
LYING T' ME,
"JOSEPH"...

...Y'ALL ARE
EVEN BETTER
AT IT THAN
YOU USED
T'BE.

THANK
YOU.

I
THINK.

AND JUST BEYOND
THE WALL THAT
SEPARATES MAN
FROM MUTANT...

...THE NIGHT
TAKES A TURN
FOR THE WORSE.

TROOPERS IN EBON ARMOR SHATTER THE
SANCTUARY OF SLEEP. WORRIED MOTHERS
AND FATHERS WHISPER WORDS THEY WANT
TO BELIEVE TO THEIR TERRIFIED CHILDREN.

AND YOUNG TOM HURDLER HAS
A PAINFULLY LONG MOMENT TO
CONSIDER THAT THIS IS, INDEED,
HUMANITY'S LAST STAND---

-- TOE-TO-TOE WITH
THOSE WHO WOULD
BUILD THE BARRIERS
EVEN HIGHER--

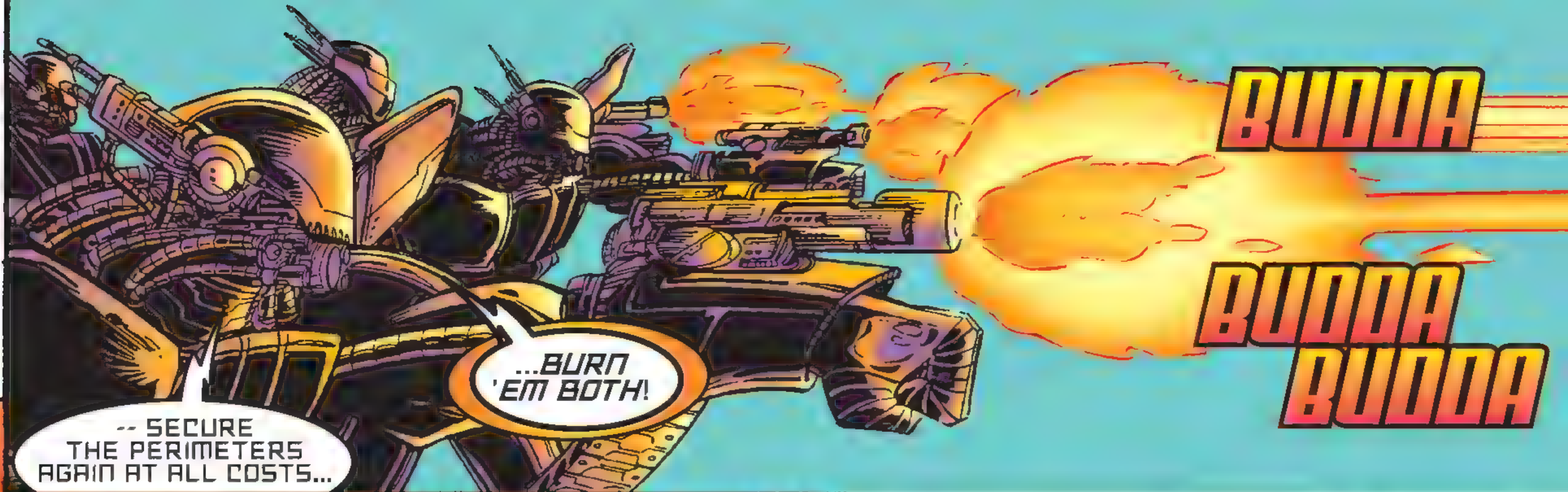
-- BUT HE FAILS
TO APPRECIATE
THE IRONY.

KAROOM

THE WALLS ARE
COMING DOWN.

M-8 TO
MAULERS-2,
PRIORITY
OMEGA!

THE MUTANT
IS FREE-- ACCOMPANIED
BY A SECOND TARGET,
STATUS UNKNOWN--



BUDDA

**BUDDA
BUDDA**

...BURN
'EM BOTH!

-- SECURE
THE PERIMETERS
AGAIN AT ALL COSTS...

NOT A
PRAYER,
SOLDIER-IN-
A-CAN --

-- NOT ON
YOUR BEST
DAY --

-- BETTER
MAULERS THAN
Y'ALL HAVE TRIED
AND FAILED
ALREADY!

AND THE
METAL IN YOUR
BULLETS IS MINE TO
CONTROL.

**BUDDA
BUDDA
BUDDA**

JUST AS
EASILY TURNED
BACK AGAINST
YOU...

...IF I WERE AS
DANGEROUS
AS YOU
SUGGEST.

"...BUT MY APPEARANCE --
MY POWERS, SPECIFICALLY,
IT SEEMS--"

IT
CAN'T
BE...

IT
IS, IT
IS!

THE
MAD MUTANT
HIMSELF--

--MAGNETO!?

**BUDDA
BUDDA**

NONETHELESS,
THE HUMANS BELOW
ARE FAR MORE FRIGHTENED
OF ROGUE AND ME THAN THE
SOLDIERS WHO WOULD
MARCH THEM TO
THEIR DOOMS.

THEY
FEAR HER,
IT'S TRUE...

EASY.

TOO
EASY, COME
T'THINK.

IF THIS
BASTION CHARACTER
REALLY BELIEVES HE HAS
A SNOWBALL'S CHANCE O'
TAKING DOWN ALL
MUTANTS-- LET ALONE
X-MEN--

-- HE
HAS T'HAVE
ACCESS T'MORE
SOPHISTICATED
TECHNOLOGY
THAN...

AWAY
FROM THE
BUNKER,
ROGUE --
NOW --

Now!

MAGNETIC-
PULSE FROM BEHIND,
TEARIN' THE ROOF
OFF THAT--

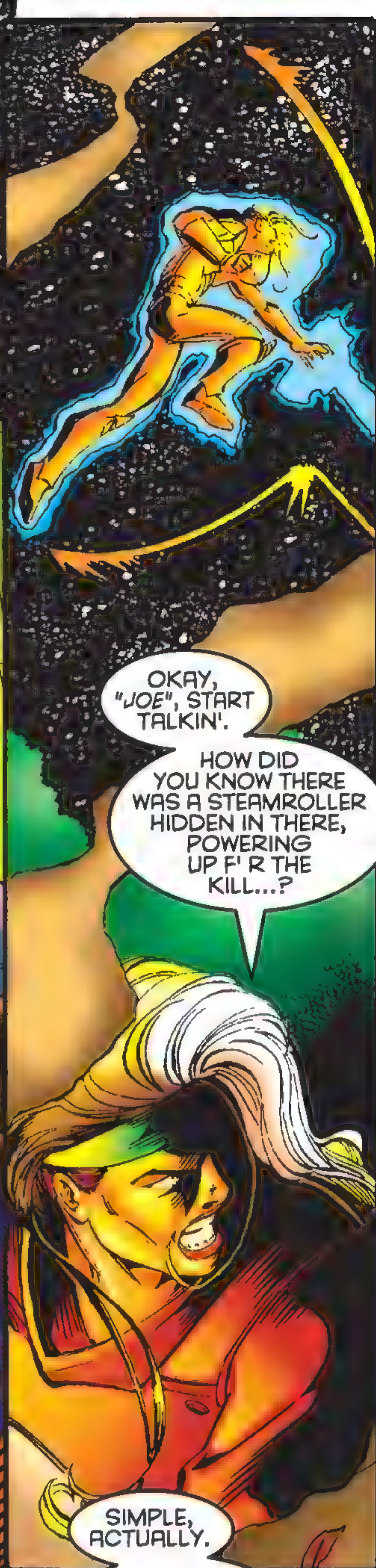
KPOW

ZZZZZZ



WHOA!

SOME SORT
O' SUPER-TANK
ALL SET T' SUCKER-
PUNCH ME INTO
TOMORROW'S
OBITS...



OKAY,
"JOE", START
TALKIN'.

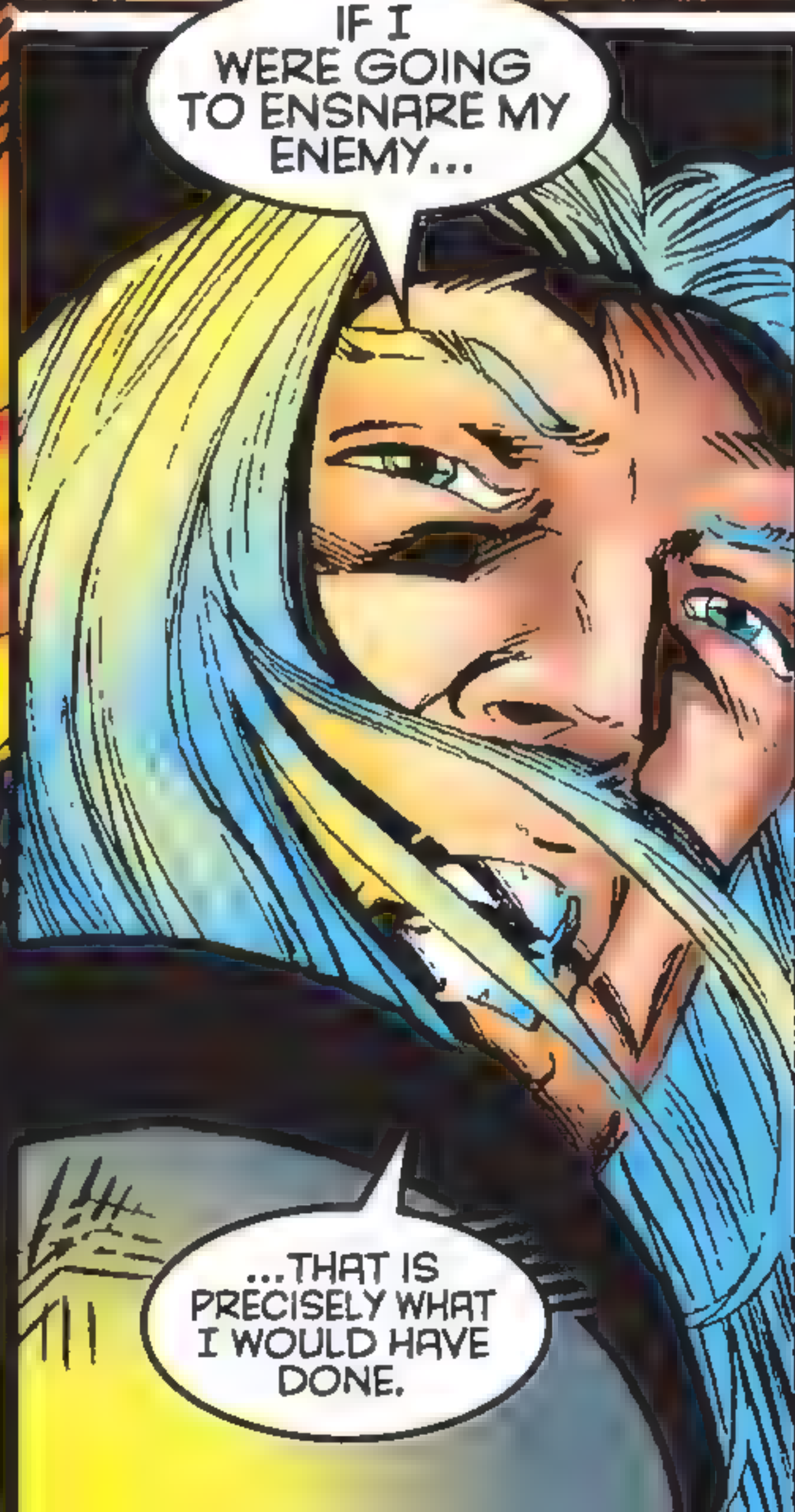
HOW DID
YOU KNOW THERE
WAS A STEAMROLLER
HIDDEN IN THERE,
POWERING
UP F' R THE
KILL...?

SIMPLE,
ACTUALLY.

IF I
WERE GOING
TO ENSNARE MY
ENEMY...



...JUST
BECAME
YESTERDAY'S
NEWS!



...THAT IS
PRECISELY WHAT
I WOULD HAVE
DONE.

"VICTORY MIGHT STILL
BE PRIED FROM THE
JAWS OF DEFEAT HERE.

"MAGNETO'S INVOLVEMENT WAS
UNEXPECTED IN ANY FORM, OF
COURSE -- OUT OF THE REALM
OF POSSIBILITY, ACCORDING TO
OUR SOURCES AND ANALYSTS --"

--NEVER MIND
ALONGSIDE AN
X-MAN LIKE
ROGUE.

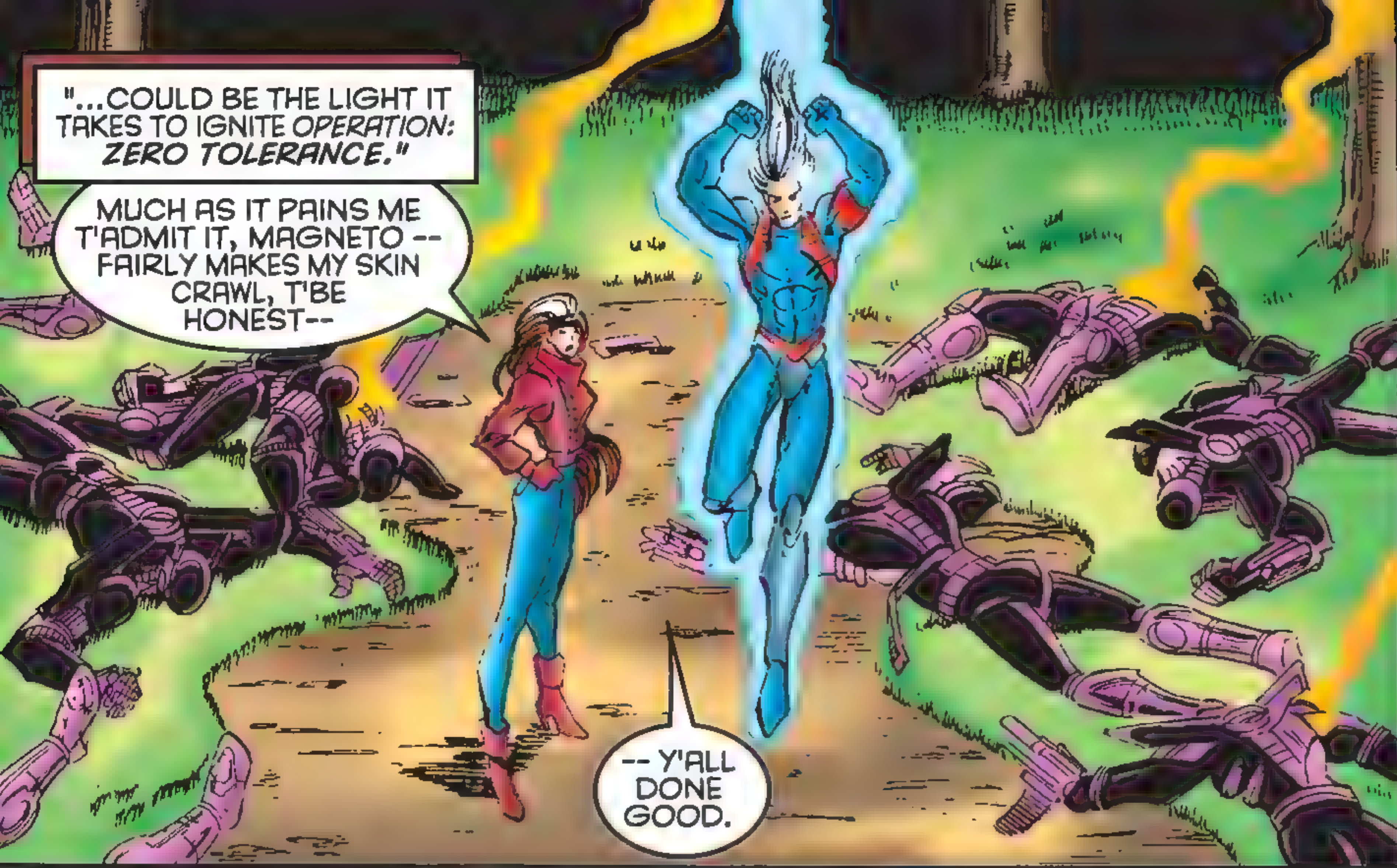
BUT CONSIDERING ALL THE
OTHER EAGER EYES ON
THIS LOSING BATTLE--

--THE INTERESTED
PARTIES FROM
EVERY CORNER
OF THE GLOBE--

--IT MAY
SUPPLY ALL I
NEED TO WIN
THE WAR.

THE RESURRECTION
AND RETURN OF THE
DEADLIEST MUTANT
TERRORIST IN HISTORY--
SEEMINGLY YOUNGER
AND STRONGER THAN
EVER BEFORE --

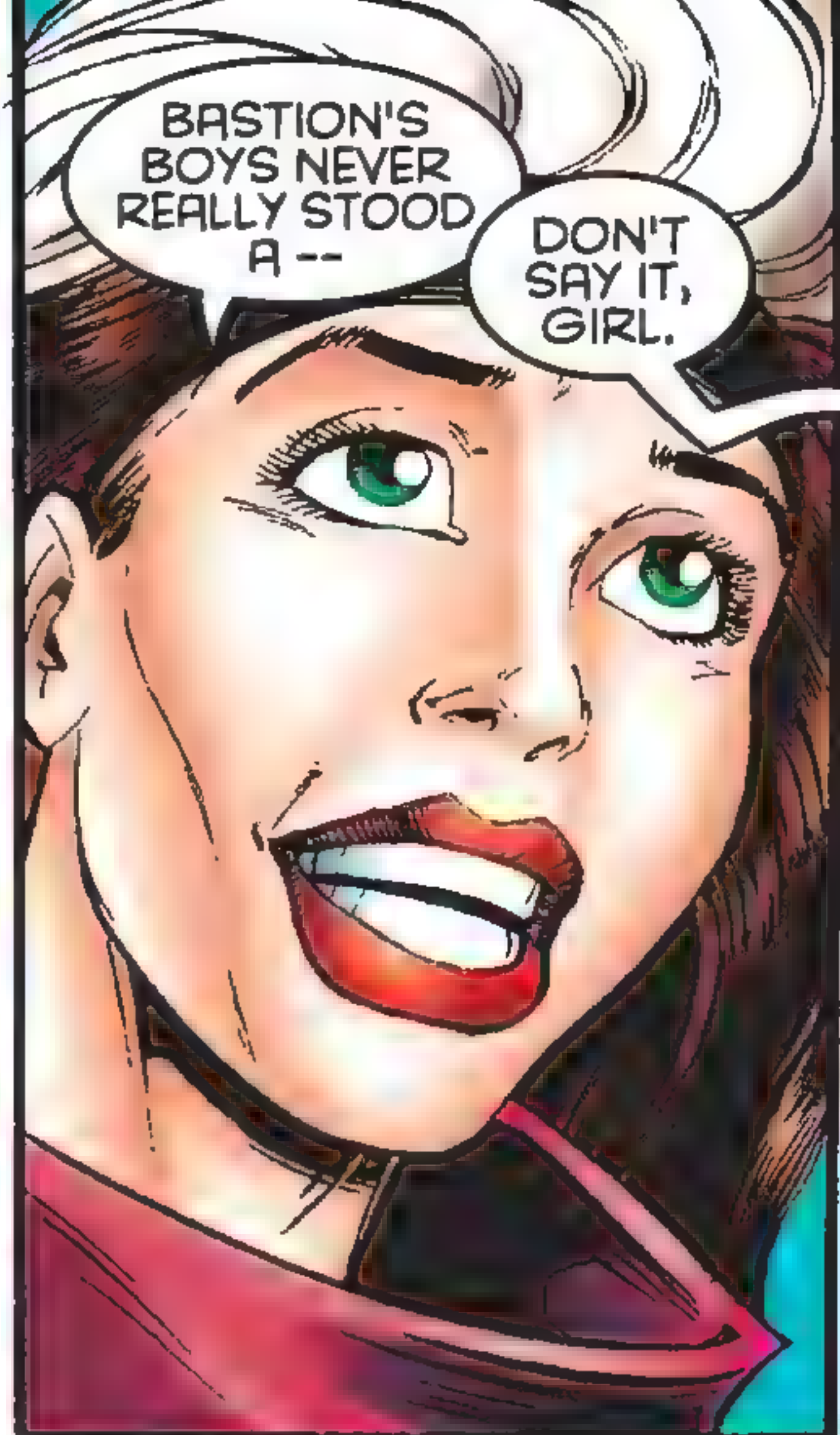
--RAISING
HIS HAND AGAINST
MANKIND ONCE AGAIN,
WHATEVER THE
CAUSE



"...COULD BE THE LIGHT IT TAKES TO IGNITE OPERATION: ZERO TOLERANCE."

MUCH AS IT PAINS ME T'ADMIT IT, MAGNETO -- FAIRLY MAKES MY SKIN CRAWL, T'BE HONEST--

-- Y'ALL DONE GOOD.



BASTION'S BOYS NEVER REALLY STOOD A --

DON'T SAY IT, GIRL.



DON'T EVEN THINK IT.

CALL ME WHATEVER NAME YOU WILL, GIRL, WHATEVER SIMPLE TITLE YOU ARE MOST COMFORTABLE WITH...

... BUT I WILL NOT SHARE YOUR JOY IN THE VIOLENCE WE WROUGHT HERE THIS DARK DAY.

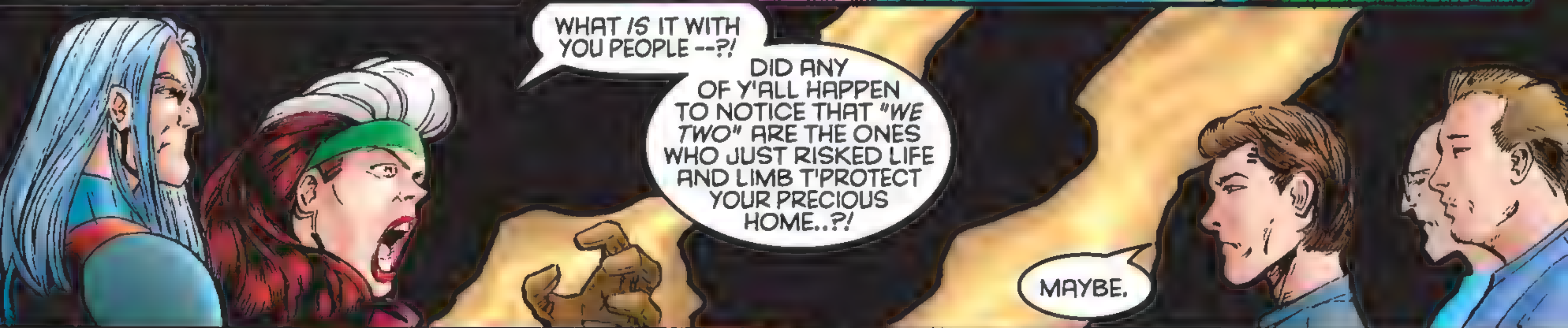
WHAT WE DID, WE DID FROM NECESSITY ONLY.

AH'M ONLY HAPPY ABOUT THE END RESULT, PARDNER, THE LIVES WE SAVED.

TOGETHER.

SO SUE ME ALREADY...

... JOSEPH.





DID YOU
NOT SEE WHAT
WE DID HERE --
AGAINST ULTRA-
ARMED HUMANS
IN FULL BODY
ARMOR --

-- DO YOU
SERIOUSLY
CONSIDER YOU
AND YOURS A
MATCH FOR
POWER LIKE
MI...

... LIKE
OURS?!

-- HIS
FAMILY --

-- HIS VERY
WORLD...?!

YOUR
WORLD INDEED,
THOMAS.

AND
WELCOME TO
IT.

A WORLD
WHERE PEOPLE
DISCRIMINATE FRIEND
FROM FOE BY NOTHING
MORE THAN A RANDOM
ACCIDENT OF
BIRTH.

A
PEOPLE
ALL BUT BLIND
TO NATURE'S
ULTIMATE
TRUTH --

AND
DON'T YOU
REALIZE THE
LENGTHS A MAN
WILL GO TO
DEFEND HIS
HOME --

TROUBLE.

WITH
A CAPITAL
M...

--"IF
WE CAN'T
LEARN TO LIVE
TOGETHER..."



"WE WILL
SURELY DIE
APART."

QUOTING
PROFESSOR X
NOW..?

AH WAS
WRONG.

WE
HAVE COME
A LONG WAY,
JOSEPH.

YOU
MAY HAVE
COME A LONG
WAY, BUT MY
JOURNEY SEEMS
LIKE IT'S JUST
BEGUN.

THE
NAMES YOU
MENTIONED --
PROFESSOR X,
MAGNETO --

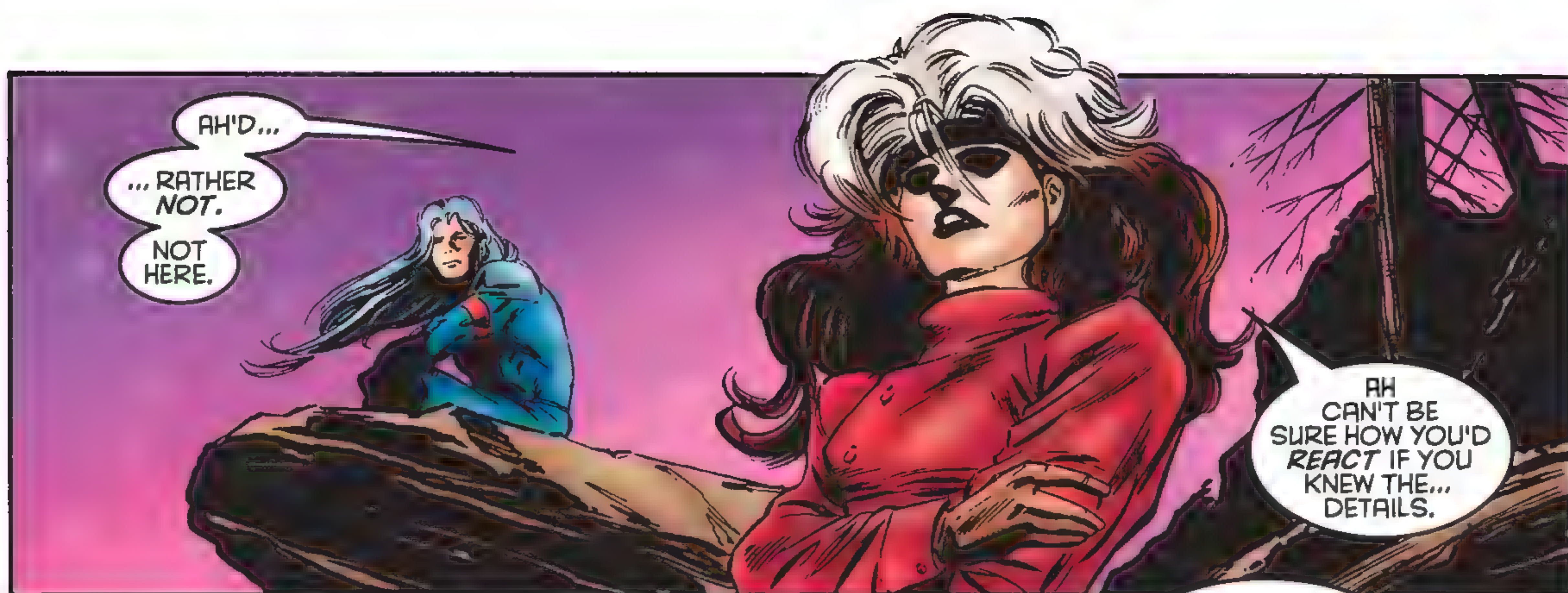
-- I
DON'T KNOW
WHO THEY
ARE.

I
ONLY HAVE
MEMORY OF THE
PAST -- THREE
MONTHS.

YOU
HAD SUCH
HATRED FOR ME
WHEN WE FIRST MET,
BUT I DON'T
UNDERSTAND
WHY?

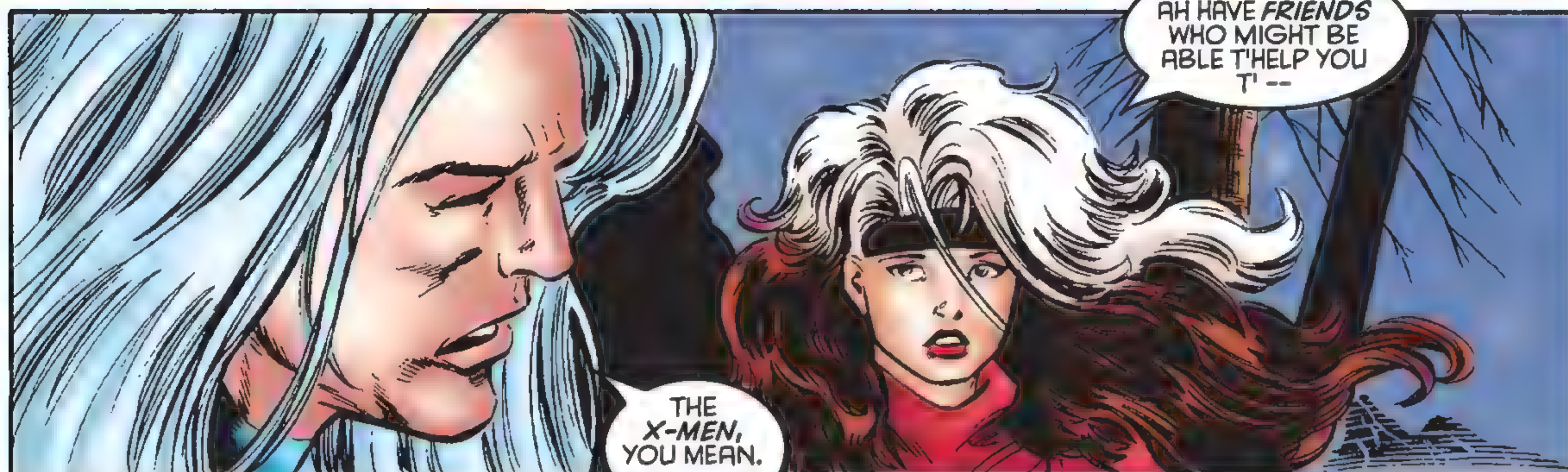
TELL ME,
ROGUE.

TELL
ME WHO I
REALLY
AM.



AH'D...
... RATHER
NOT.
NOT
HERE.

AH
CAN'T BE
SURE HOW YOU'D
REACT IF YOU
KNEW THE...
DETAILS.



BUT
AH HAVE *FRIENDS*
WHO MIGHT BE
ABLE T'HELP YOU
T' --

THE
X-MEN,
YOU MEAN.



A WOMAN -- A GOOD
WOMAN I HAD REASON
TO TRUST -- TOLD
ME ABOUT
THEM...

... SISTER
MARIA INSISTED
THE STUDENTS OF
XAVIER MIGHT POINT
ME IN THE DIRECTION
OF THE ANSWERS
I SEEK. ☒

IN *UNCANNY X-MEN*
#327 -- Helly



AH SUSPECT
SHE'S
RIGHT.

FOR
NOW THOUGH,
JOSEPH...

... AH
THINK IT'S
JUST SAFEST T' SAY
YOU'VE ALWAYS BEEN
A MAN WHO FELT
MORE THAN
MOST.



PAIN, MOST
OF ALL.

BUT
MAYBE, JUST
MAYBE, SOME OF US
DO GET *SECOND*
CHANCES...

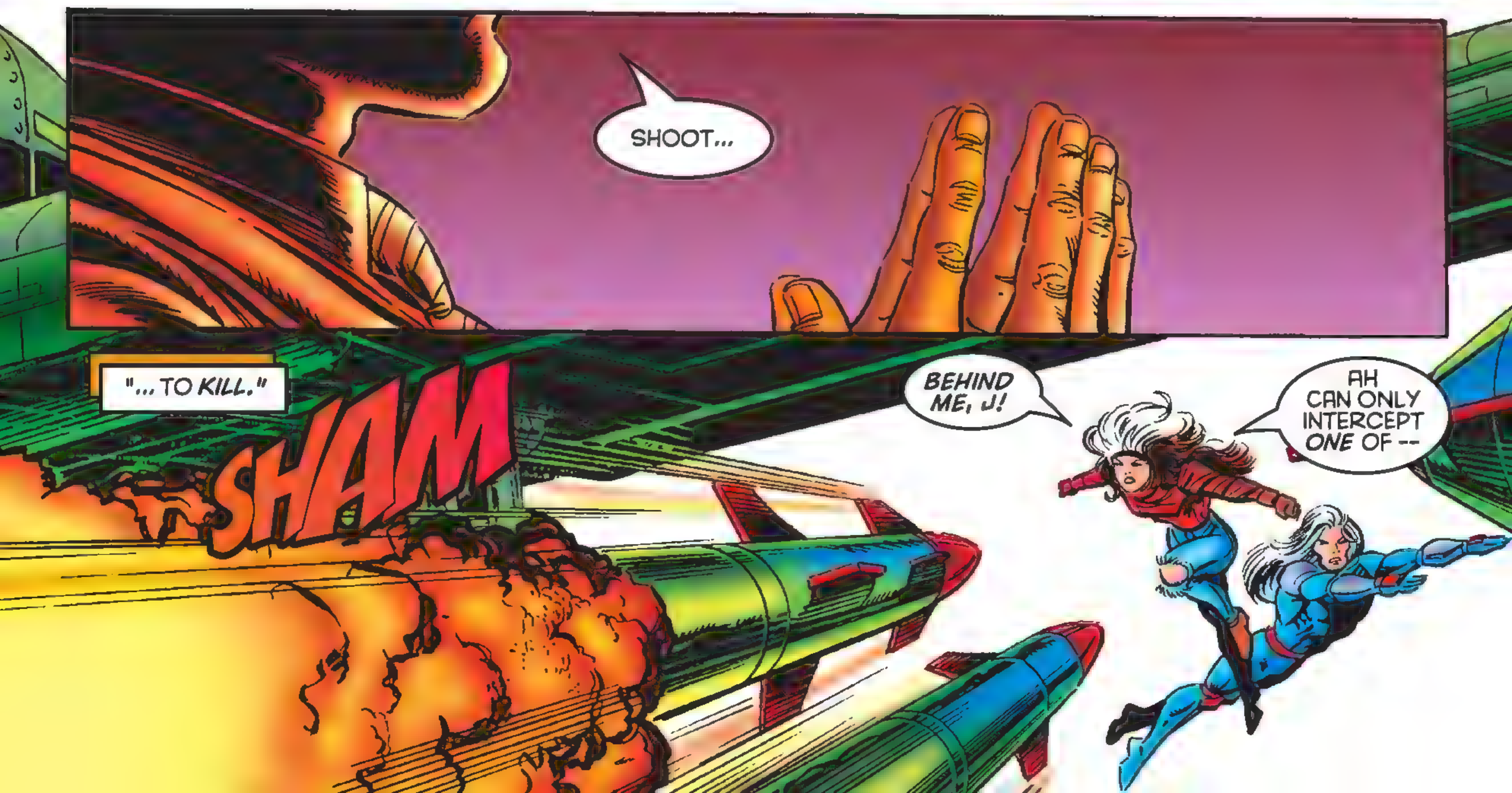
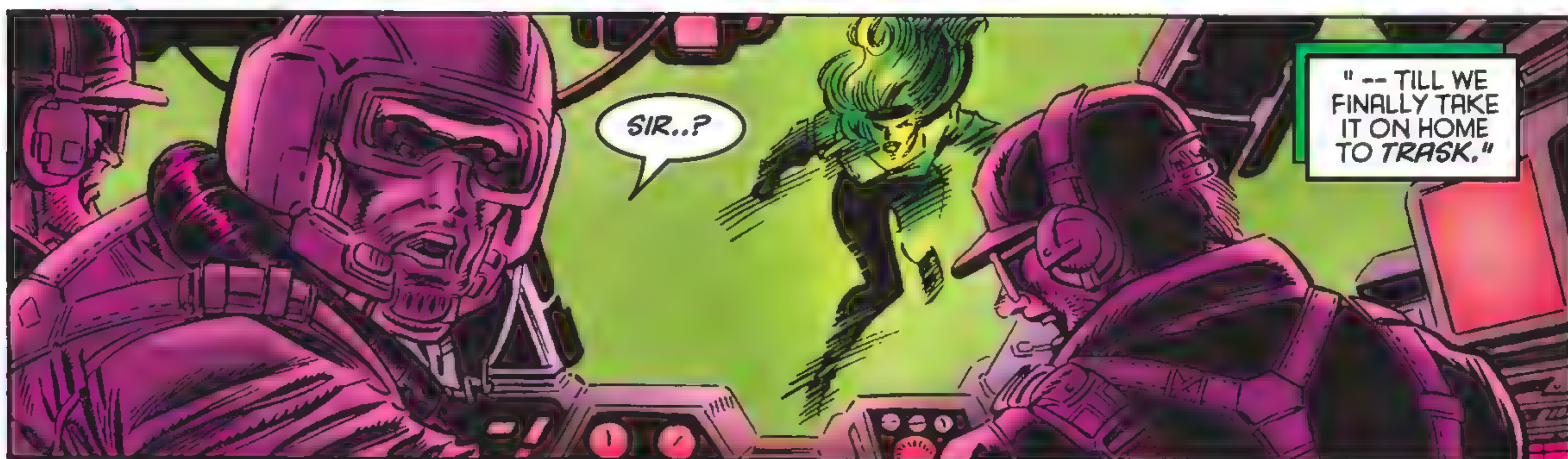
CRASH

WHURWHURWHURWHUR

THEN
AGAIN --

-- WHY
EVEN GET
YOUR HOPES UP
ANYMORE?

HUMANITY'S
LAST STAND...



KWOOOM

NO
NEED TO
WORRY...

... THESE
TWO ARE
MINE.

NOT
GOOD.

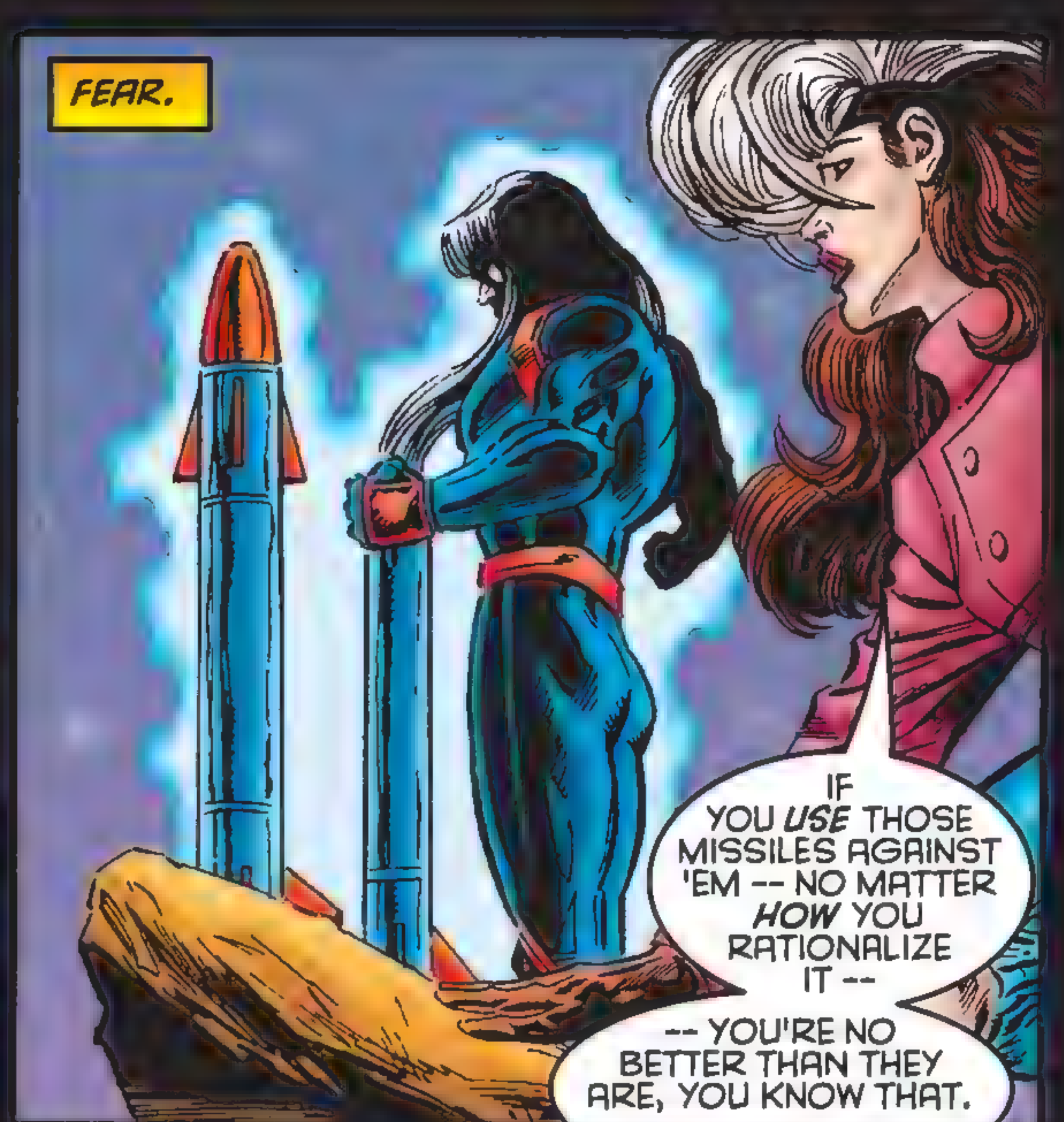
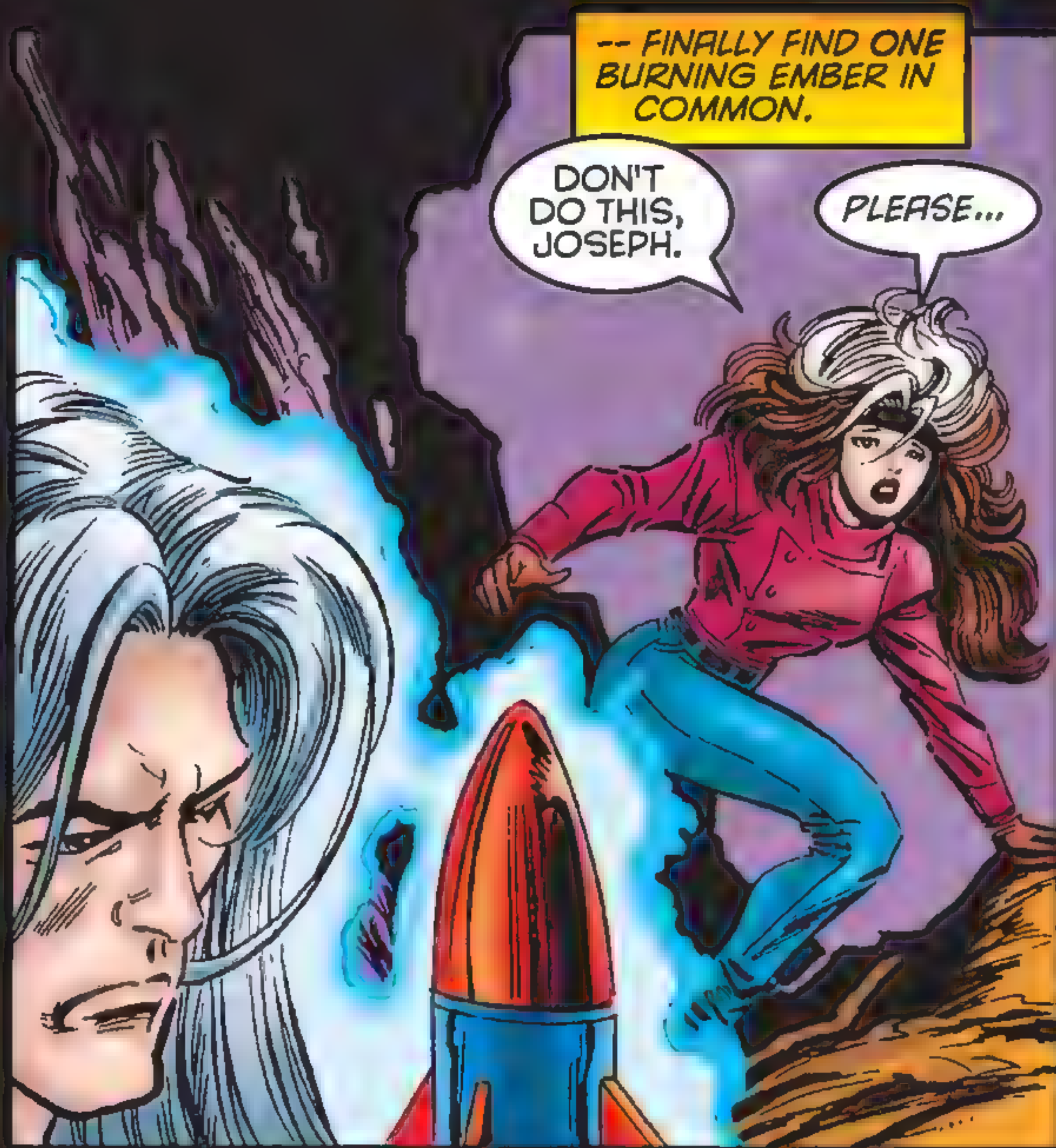
NOT
GOOD AT
ALL.

TIME SEEMS TO
RELAX ITS
DESPERATE GRIP
ON ROGUE FOR A
SINGLE, SEARING
MOMENT...

... AS TWO
STRANGERS
LOCK EYES
ACROSS THE
EMPTY GULF
BETWEEN THEM.

UNTIL BOTH THESE
MEN OF SEETHING
POWER, STRUGGLING
TO STEP FROM THE
SHADOWS OF THEIR
PAST --

-- FIGHTING FIERCELY
FOR A PLACE IN AN
EVEN DARKER FUTURE --



WHUPWHUPWHUP

H-HE
DID IT, SIR --
HE REALLY
DID IT --

-- TOOK
'EM BOTH
OUT IN A BLAZE
O' GLORY...

... NUCLEAR
SUICIDE!

WISHFUL
THINKING,
MORE THAN
LIKELY.

MUTANTS,
I'VE DISCOVERED
FIRST-HAND -- X-MEN
IN PARTICULAR,
I ASSURE
YOU --

-- OFTEN
PROVE
NOTORIOUSLY
DIFFICULT TO
KILL.

WHUPWHUPWHUP

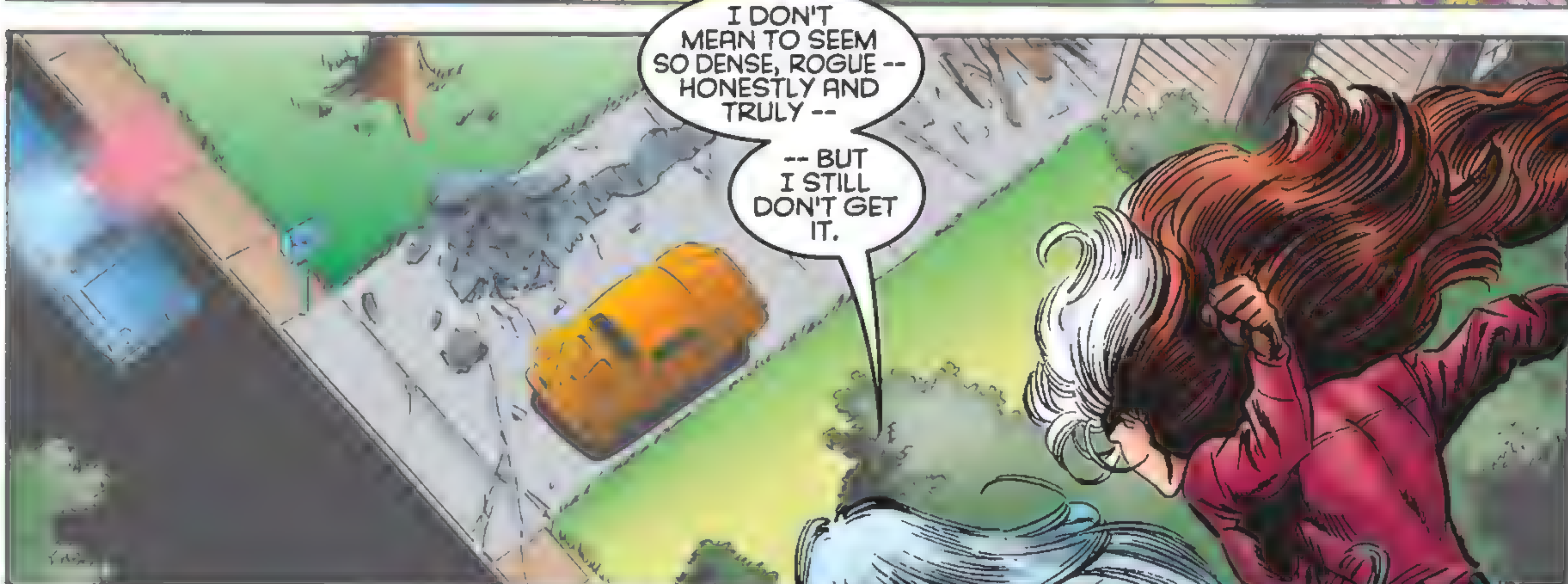
WE
HAVE OUR WORK
CUT OUT FOR US,
SHEPHERDS...



LESS THAN AN HOUR
AWAY, WHAT'S LEFT
OF MELODY WATKINS'
HOUSE AND HAVEN...



... IS NOW A GAPING
WOUND, EXPOSED
FOR ALL TO SEE.

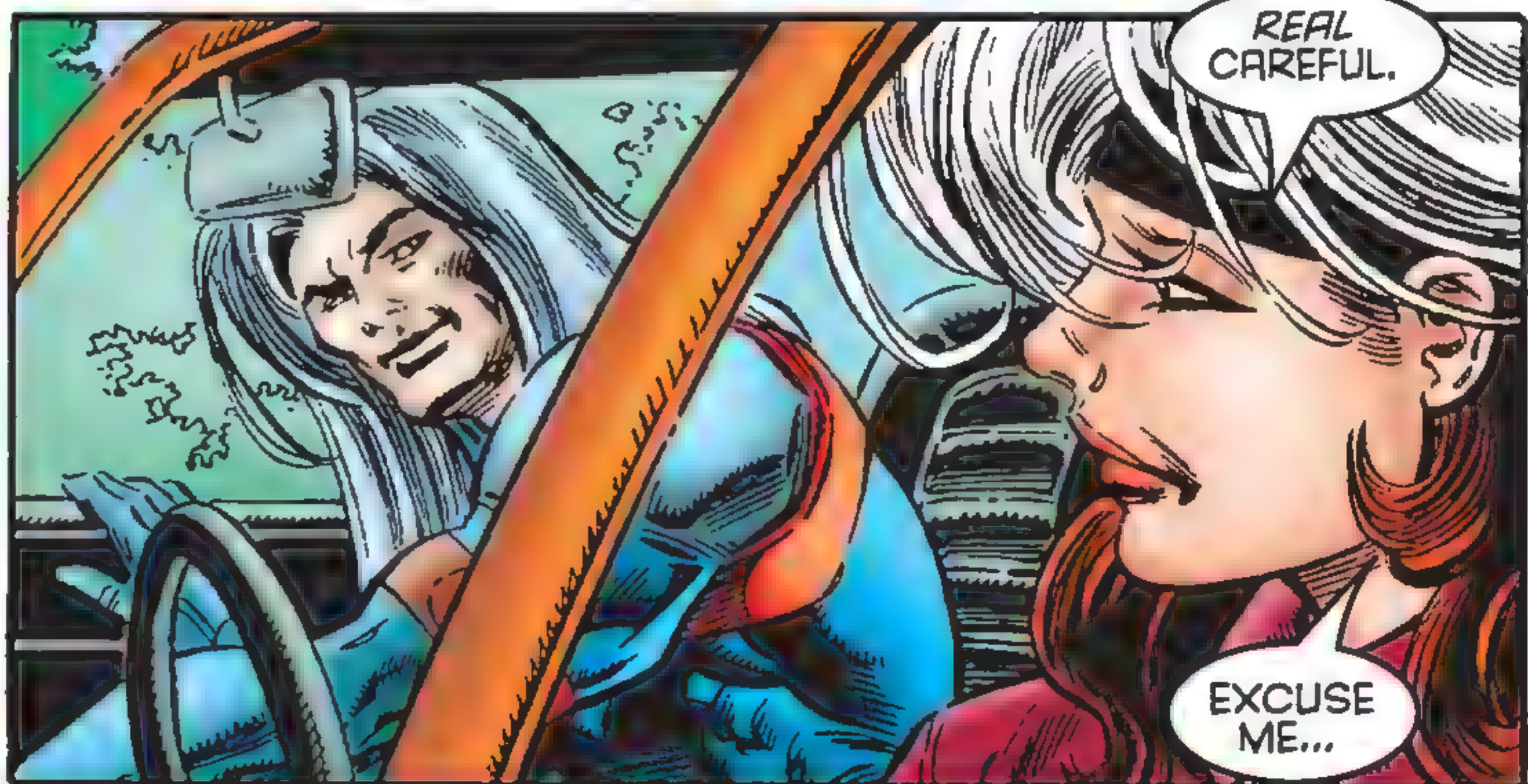
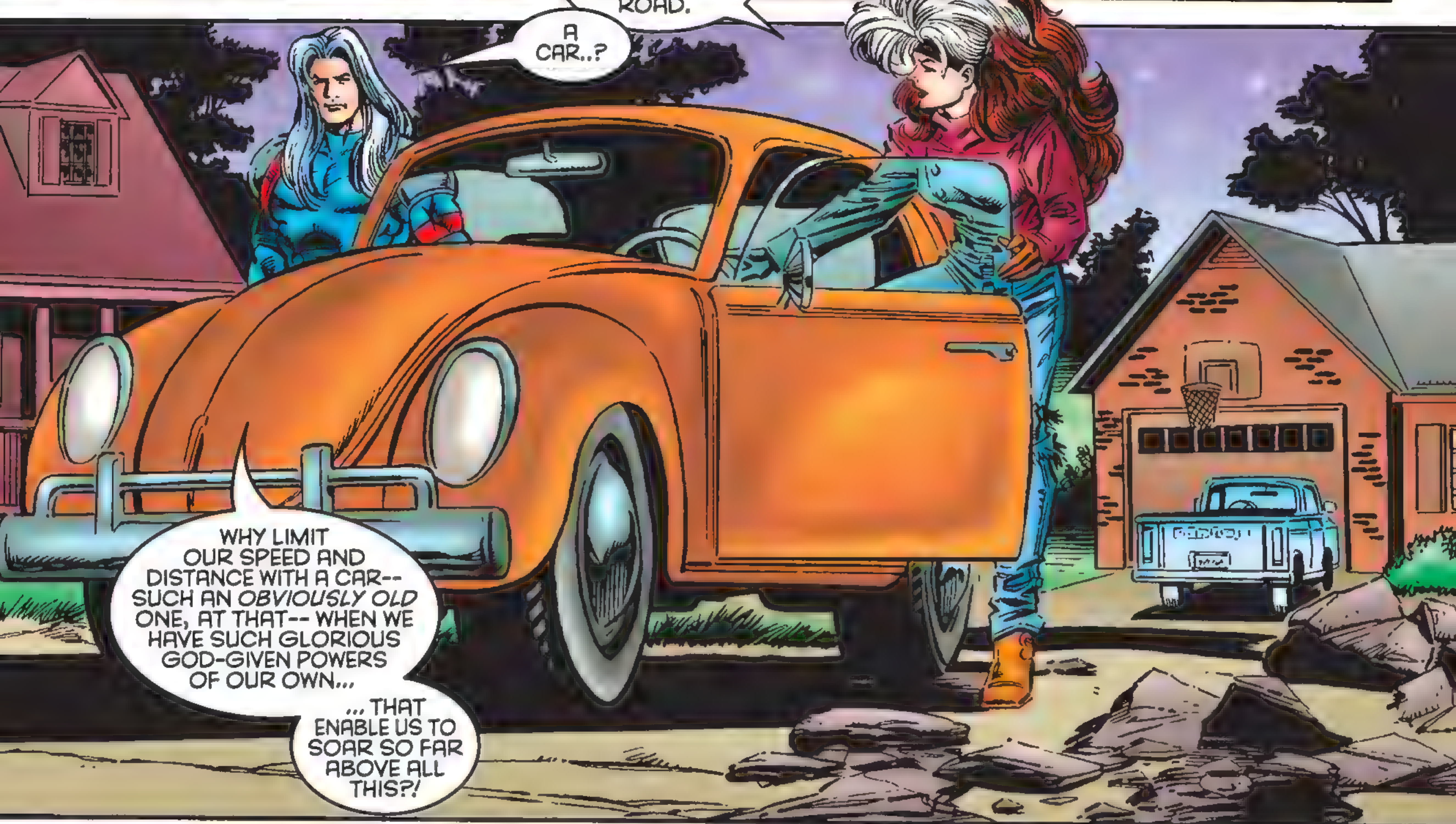
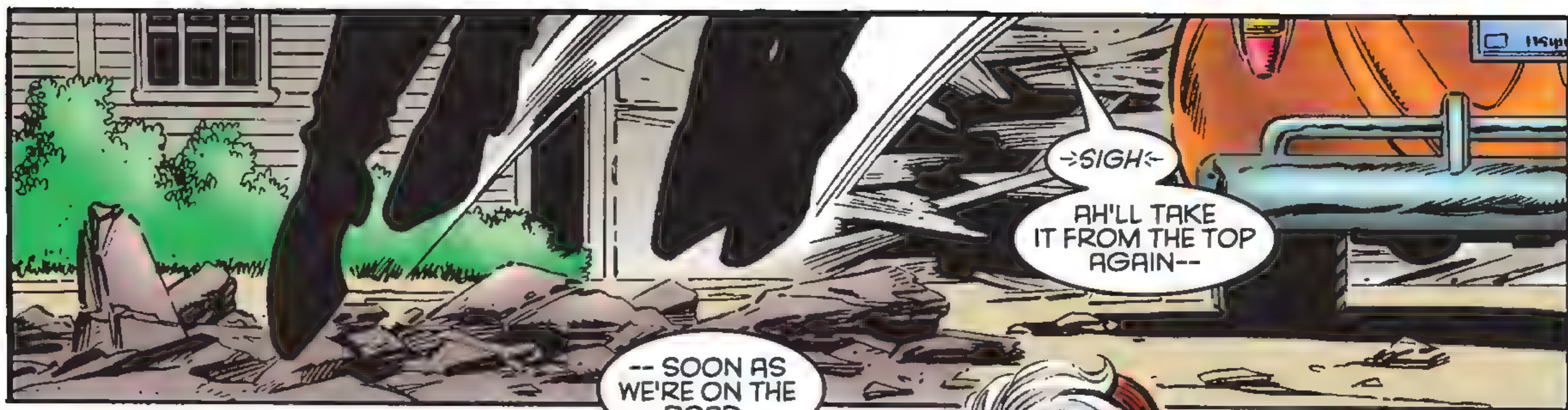


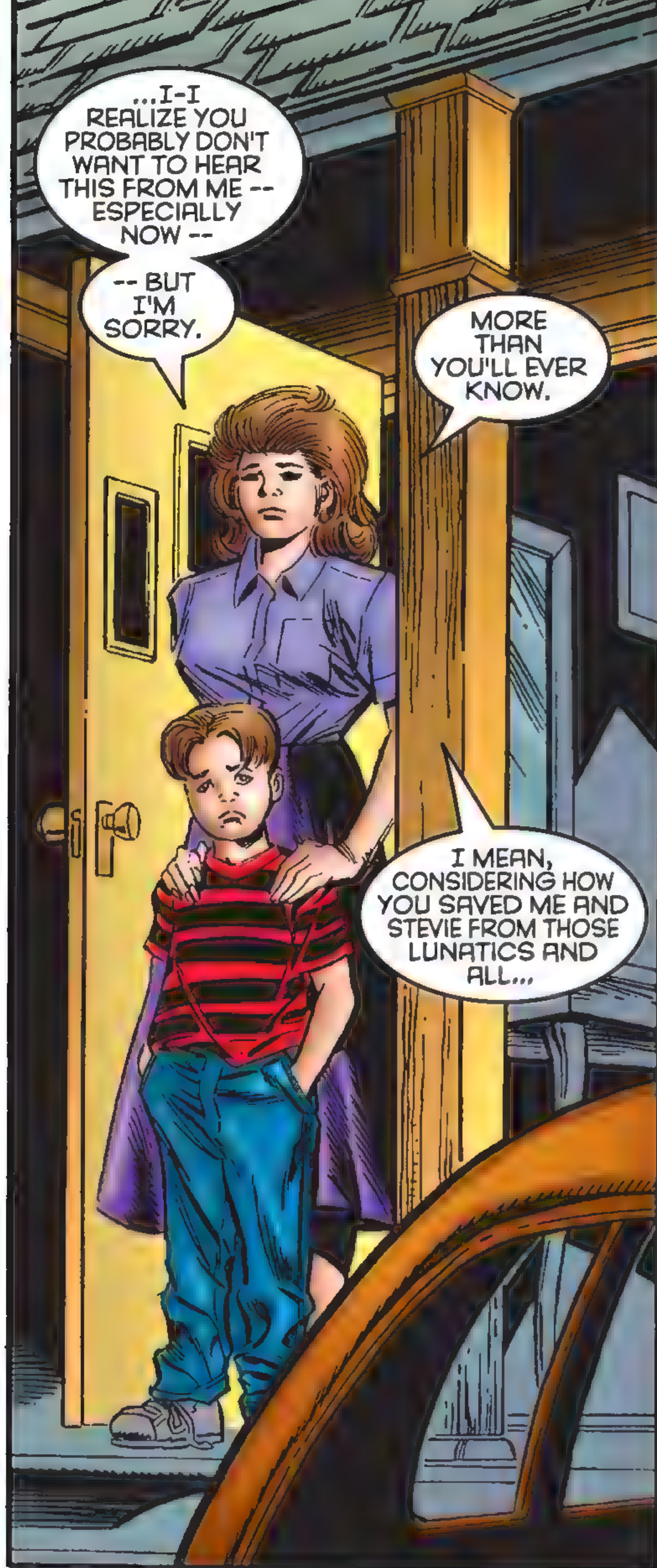
I DON'T
MEAN TO SEEM
SO DENSE, ROGUE --
HONESTLY AND
TRULY --

-- BUT
I STILL
DON'T GET
IT.



WHY IN
HEAVEN'S NAME
WOULD ANYONE WANT TO
DEFEND A WORLD THAT
HATES AND FEARS
THEM..?



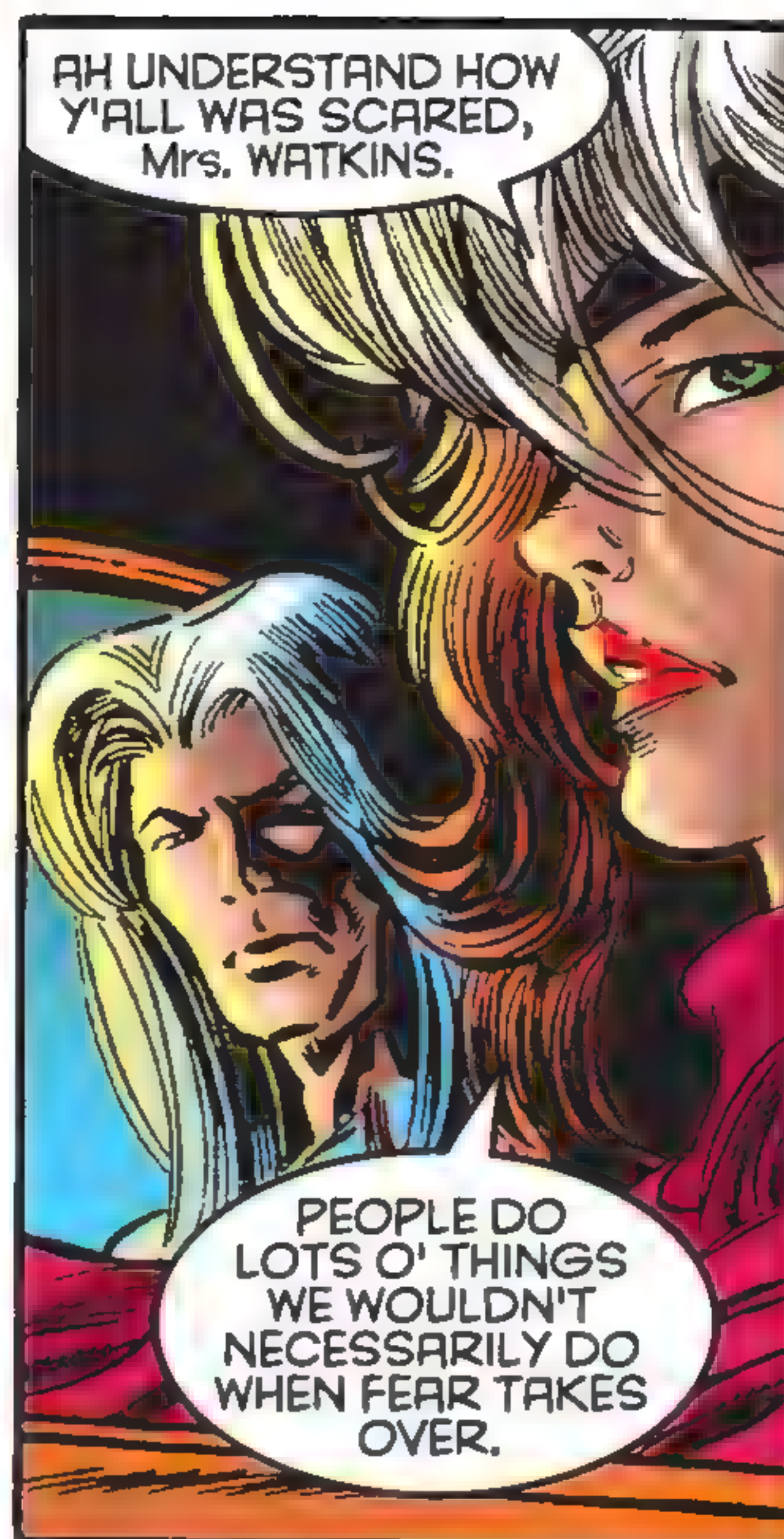


...I-I
REALIZE YOU
PROBABLY DON'T
WANT TO HEAR
THIS FROM ME --
ESPECIALLY
NOW --

-- BUT
I'M
SORRY.

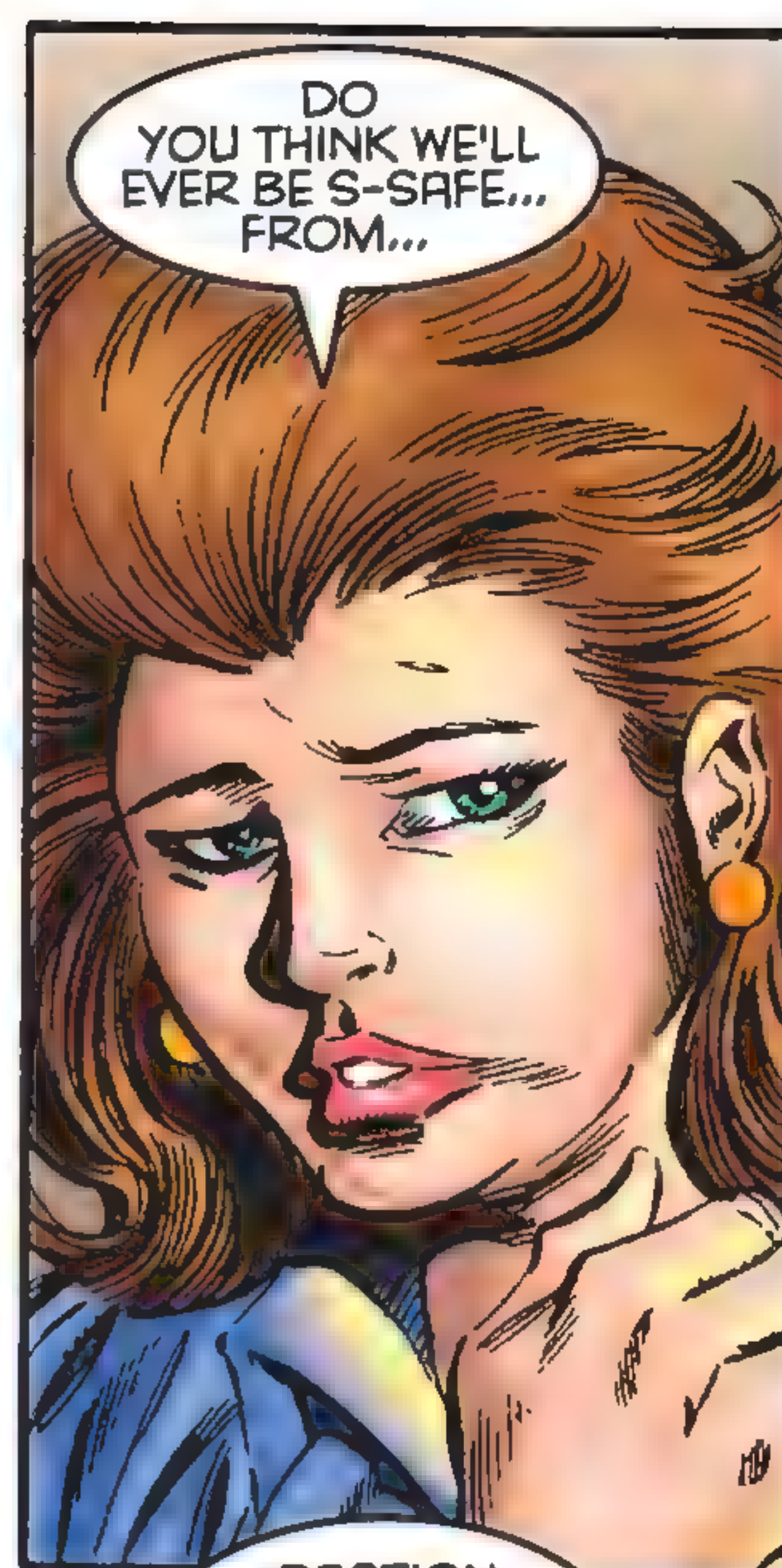
MORE
THAN
YOU'LL EVER
KNOW.

I MEAN,
CONSIDERING HOW
YOU SAVED ME AND
STEVIE FROM THOSE
LUNATICS AND
ALL...

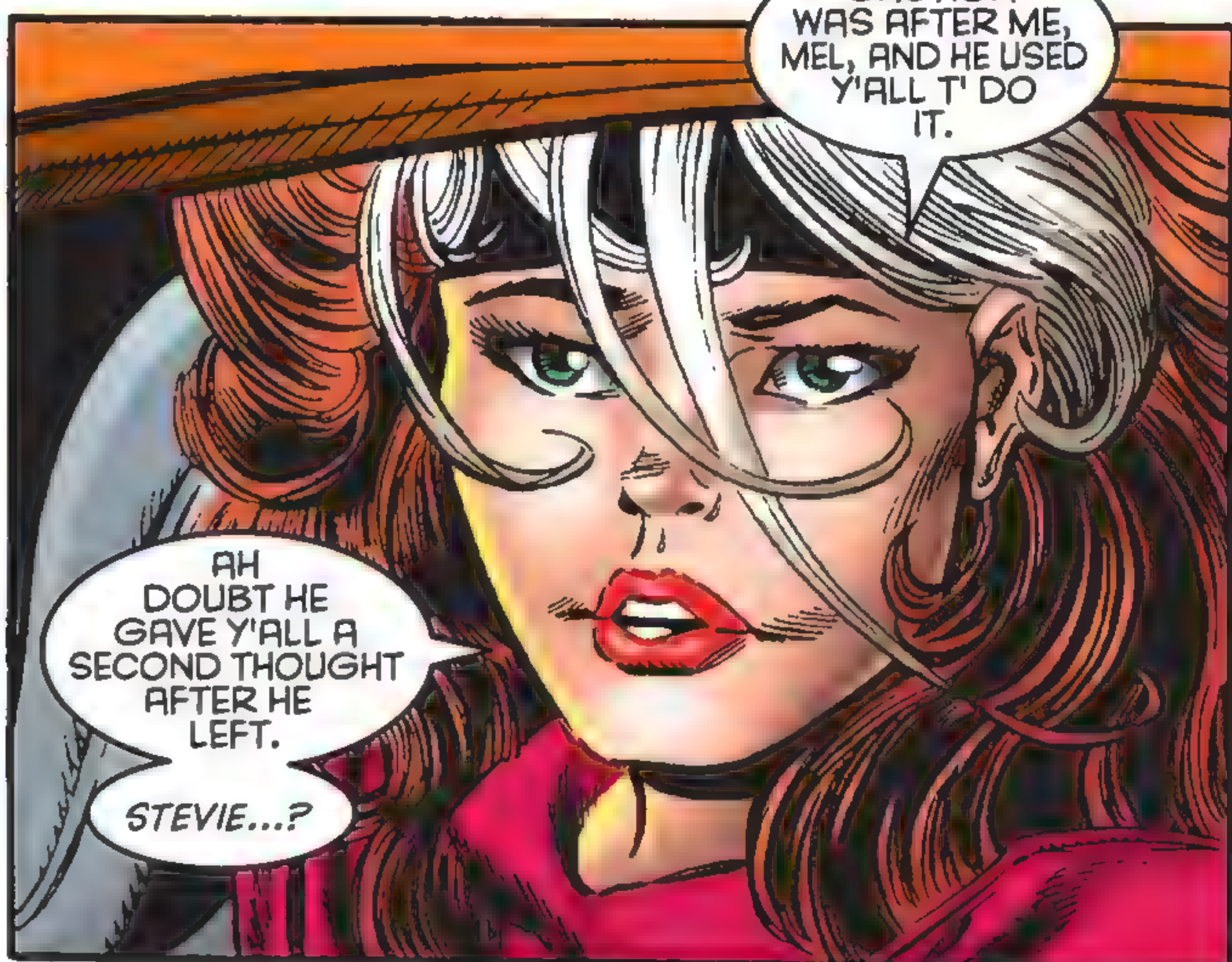


AH UNDERSTAND HOW
Y'ALL WAS SCARED,
Mrs. WATKINS.

PEOPLE DO
LOTS O' THINGS
WE WOULDN'T
NECESSARILY DO
WHEN FEAR TAKES
OVER.



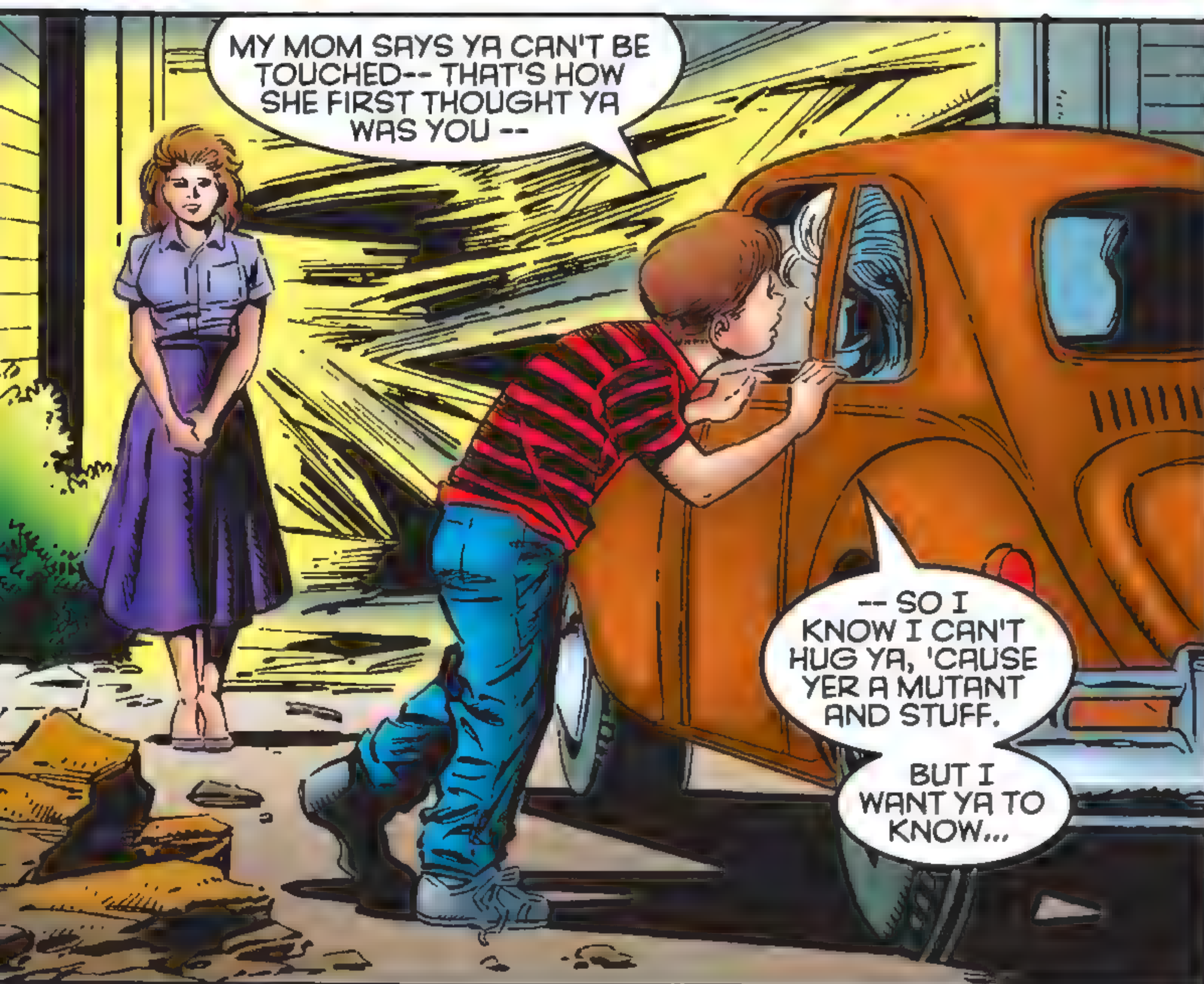
DO
YOU THINK WE'LL
EVER BE S-SAFE...
FROM...



BASTION
WAS AFTER ME,
MEL, AND HE USED
Y'ALL T' DO
IT.

AH
DOUBT HE
GAVE Y'ALL A
SECOND THOUGHT
AFTER HE
LEFT.

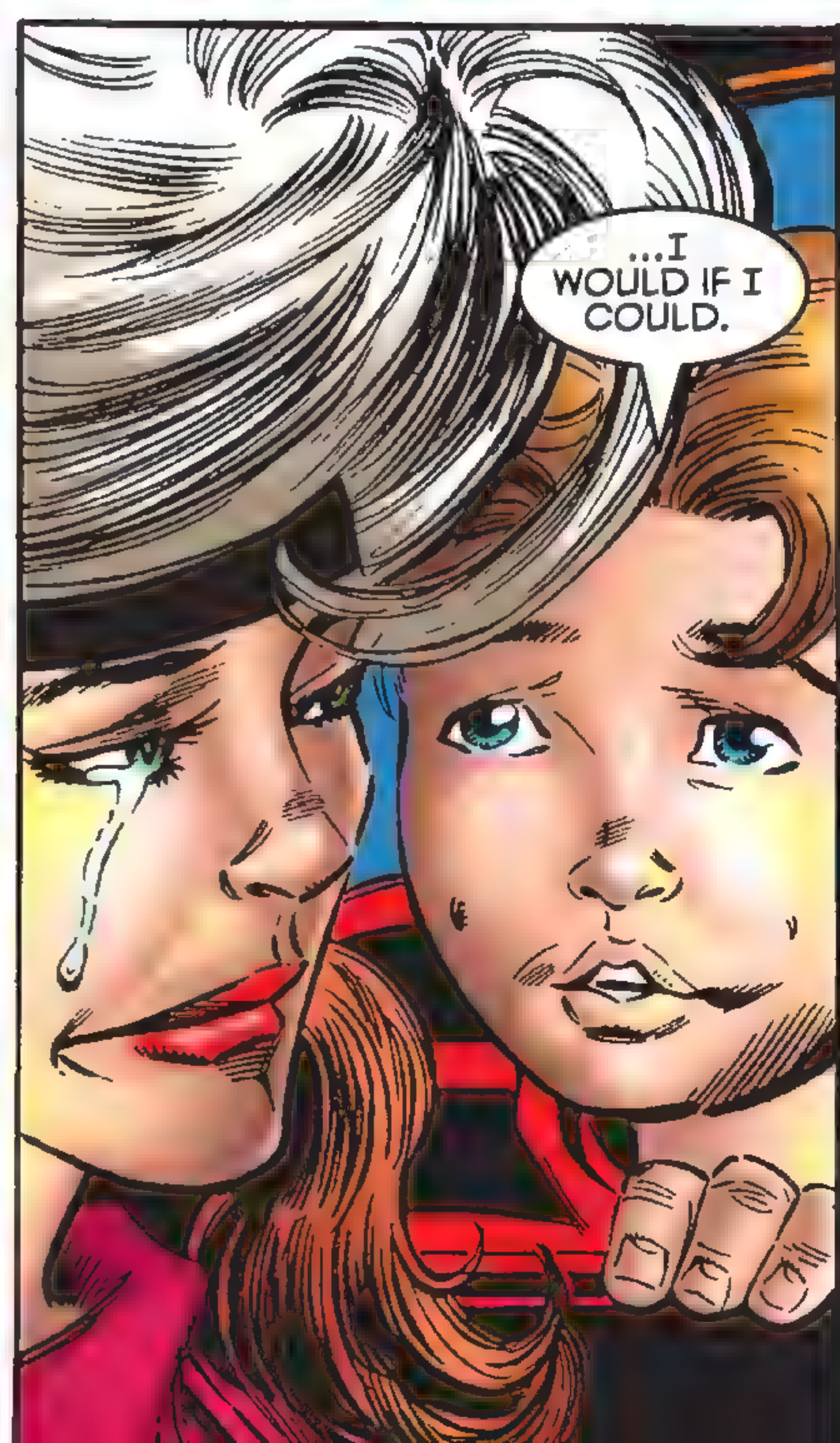
STEVIE...?



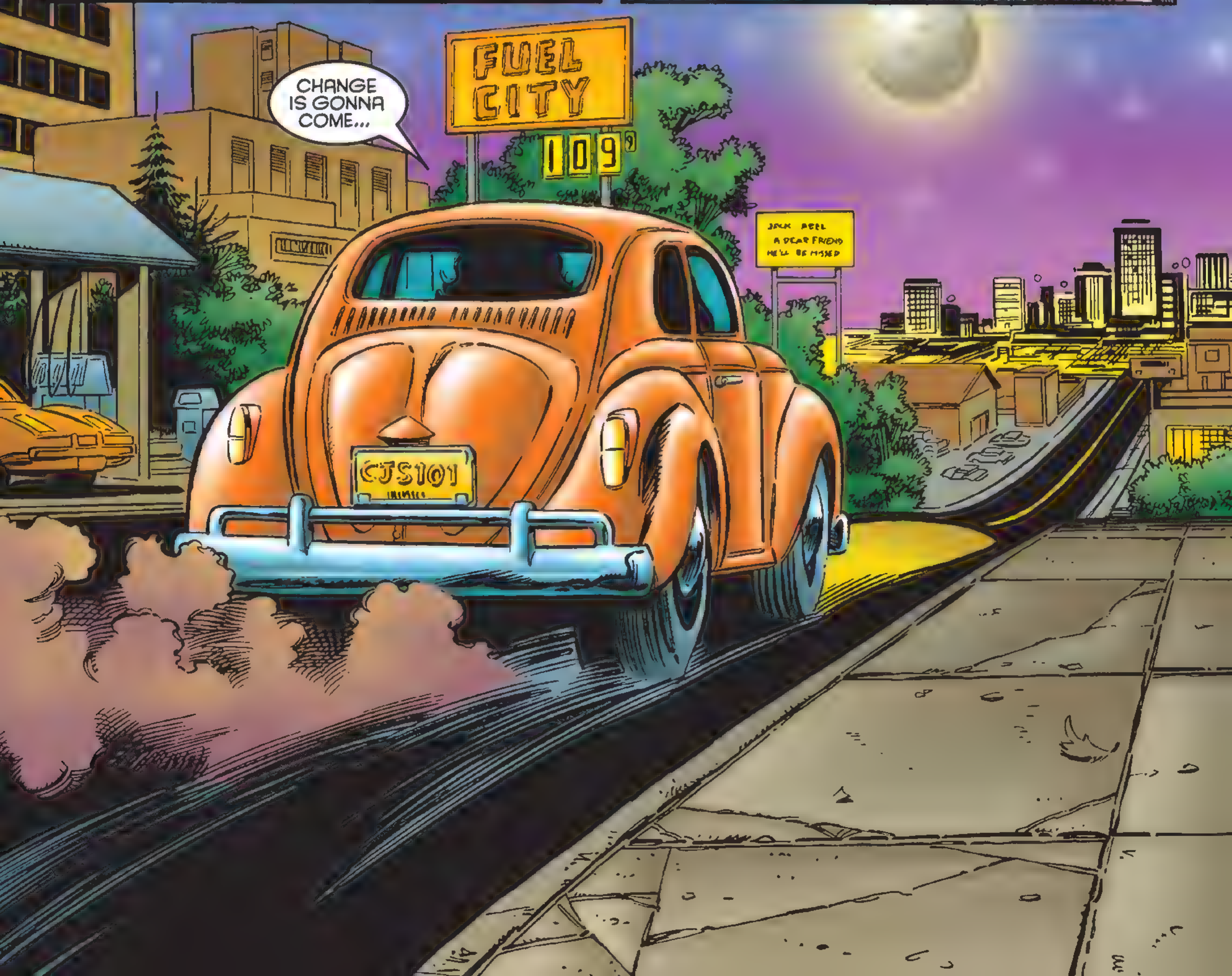
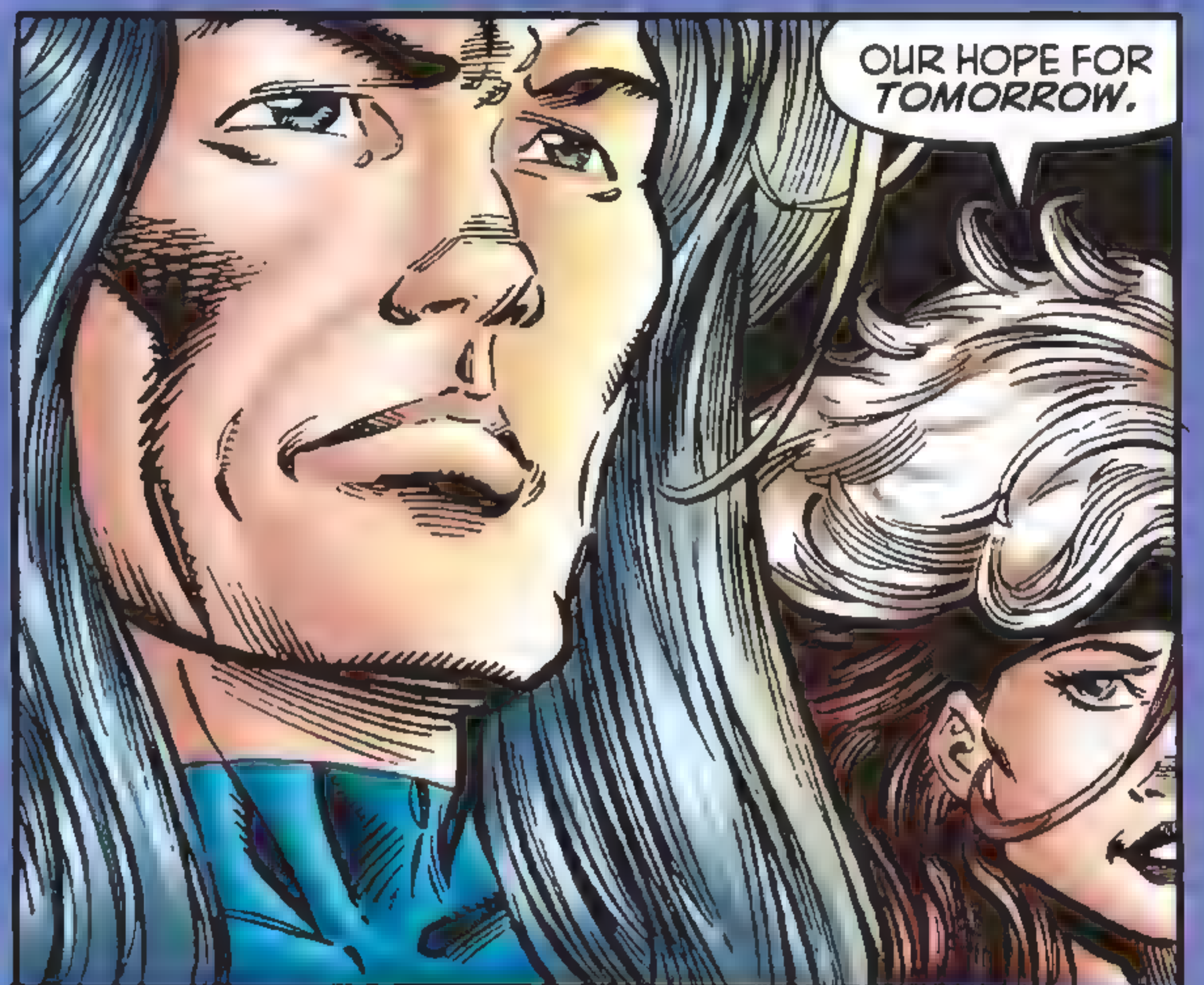
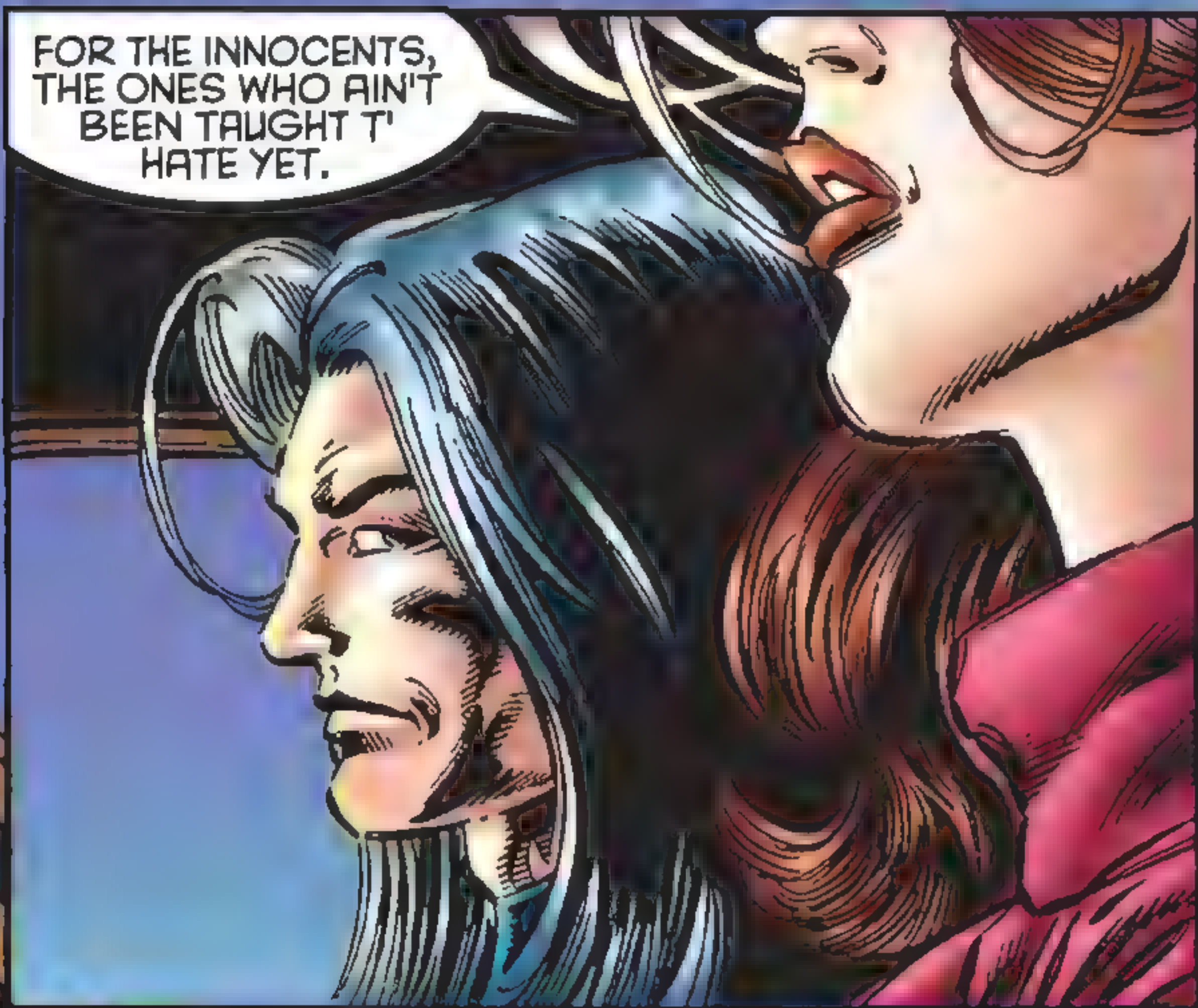
MY MOM SAYS YA CAN'T BE
TOUCHED-- THAT'S HOW
SHE FIRST THOUGHT YA
WAS YOU --

-- SO I
KNOW I CAN'T
HUG YA, 'CAUSE
YER A MUTANT
AND STUFF.

BUT I
WANT YA TO
KNOW...



...I
WOULD IF I
COULD.



MARVEL
COMICS

X-MEN

JULY 1986 33

X-FORCE

SPECIAL
AIRLIFT
UPDATE INSIDE!

APPROVED
BY THE
COMICS
CODE
AUTHORITY

CHURCHY
&
CHURCHY

SPECTRE OF
YESTERDAY...

...DESTROYER
OF TOMORROW!

STAN LEE PRESENTS: THE MAN CALLED CABLE

THE XAVIER INSTITUTE, SALEM CENTER, NEW YORK...

CONTROL.

FOR MANY, IT IS AN EXTREMELY ELUSIVE THING.

FOR MOST, IT IS DISTURBINGLY SIMPLE TO LOSE.

ALL HIS LIFE, NATHAN DAYSPRING SUMMERS HAS FOUGHT TO MAINTAIN IT.

AS A TIME-LOST WARRIOR IN A NEVER-ENDING WAR, HE HAS NEEDED IT TO DEFEAT THE ENEMY.

AS A HUMAN BEING, HIS VERY LIFE DEPENDS ON IT.

INFECTED AS AN INFANT WITH A DEADLY TECHNO-ORGANIC VIRUS, EACH SECOND IS MARKED BY CONTROLLING ITS SPREAD.

HE HAS DONE THIS WITH THE SHEER FORCE OF HIS WILL --

-- AND HIS UNCANNY MUTANT ABILITY OF TELEKINESIS.

UNTIL NOW.

FASCINATING.

NEVER IS A VERY SHORT TIME

JEPH LOEB
WRITER

IAN CHURCHILL
RICK LEONARDI
PENCILER

SCOTT HANNA
INKER

RICHARD STARKINGS
AND **COMICRAFT**
LETTERING

MIKE THOMAS
COLORS

MALIBU
ENHANCEMENTS
MARK POWERS
EDITOR

BOB HARRAS
EDITOR IN CHIEF



WHEN ONE IS SICK, THEY NEED A DOCTOR.

WHEN ONE IS A MUTANT, THEY NEED A SPECIALIST.

AND FEW ARE AS EXPERT IN THE AREA OF GENETIC MUTATION AS DR. HENRY MCCOY, AKA THE BEAST --

-- THE CHIEF SCIENTIST FOR THOSE OFTEN OUT-LAW MUTANTS KNOWN AS THE X-MEN.

"FASCINATING" IS THE **LAST** THING I THINK IS HAPPENING TO ME, MCCOY.

SINCE I PSYCHONICALLY STITCHED BACK TOGETHER NATE GREY'S MIND --

-- I'VE BEEN HAVING **DIFFICULTY** STAVING OFF THE TECHNO-VIRUS.

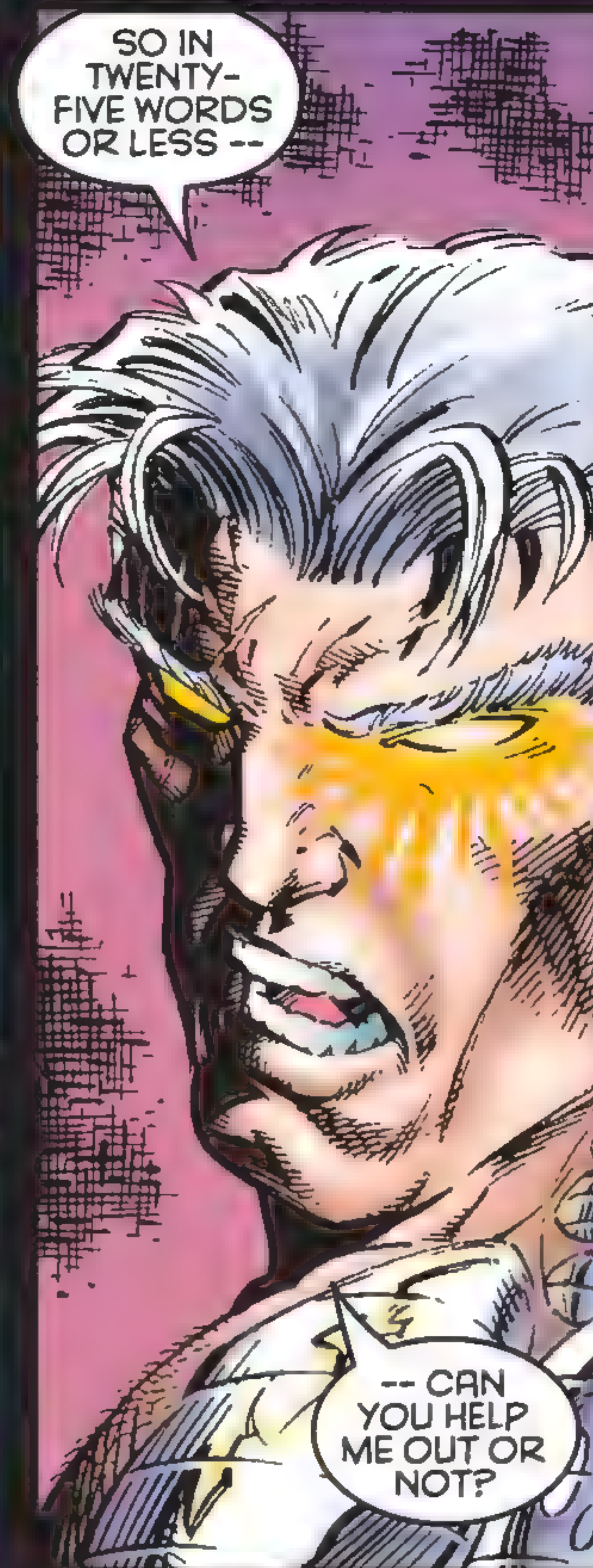
AT THE MENTION OF "NATE GREY", THE BEAST GIVES A SLIGHT PAUSE.

FOR UNKNOWN TO CABLE -- OR ANY OF THE X-MEN FOR THAT MATTER -- THIS IS NOT THE HENRY MCCOY THEY KNOW AND LOVE... @@

... BUT, RATHER A TWISTED DOPPELGÄNGER FROM THE SAME BENT TIMELINE THAT PRODUCED NATE GREY.

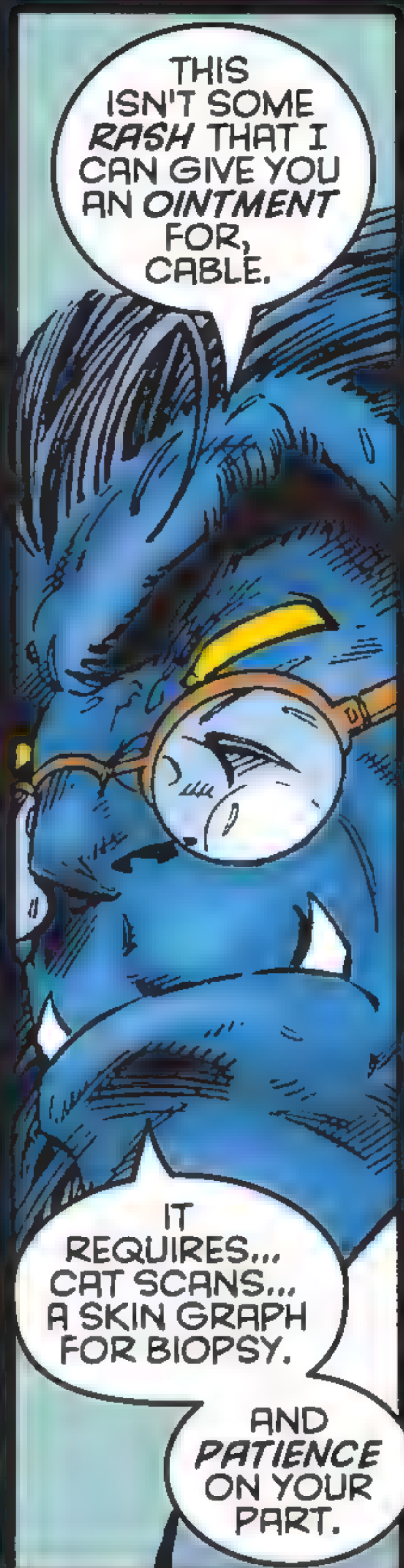
SEE THE NEAR CLASSIC **CABLE #31** -- Mark!

AND WHILE YOU'RE AT IT, CHECK OUT **X-MEN UNLIMITED #11** FOR THE DETAILS -- Powers!



SO IN TWENTY-FIVE WORDS OR LESS --

-- CAN YOU HELP ME OUT OR NOT?



THIS ISN'T SOME **RASH** THAT I CAN GIVE YOU AN OINTMENT FOR, CABLE.

IT REQUIRES... CAT SCANS... A SKIN GRAPH FOR BIOPSY.

AND **PATIENCE** ON YOUR PART.



Hmmm... THAT WAS TWENTY-SIX WORDS. I MUST BE SLIPPING.

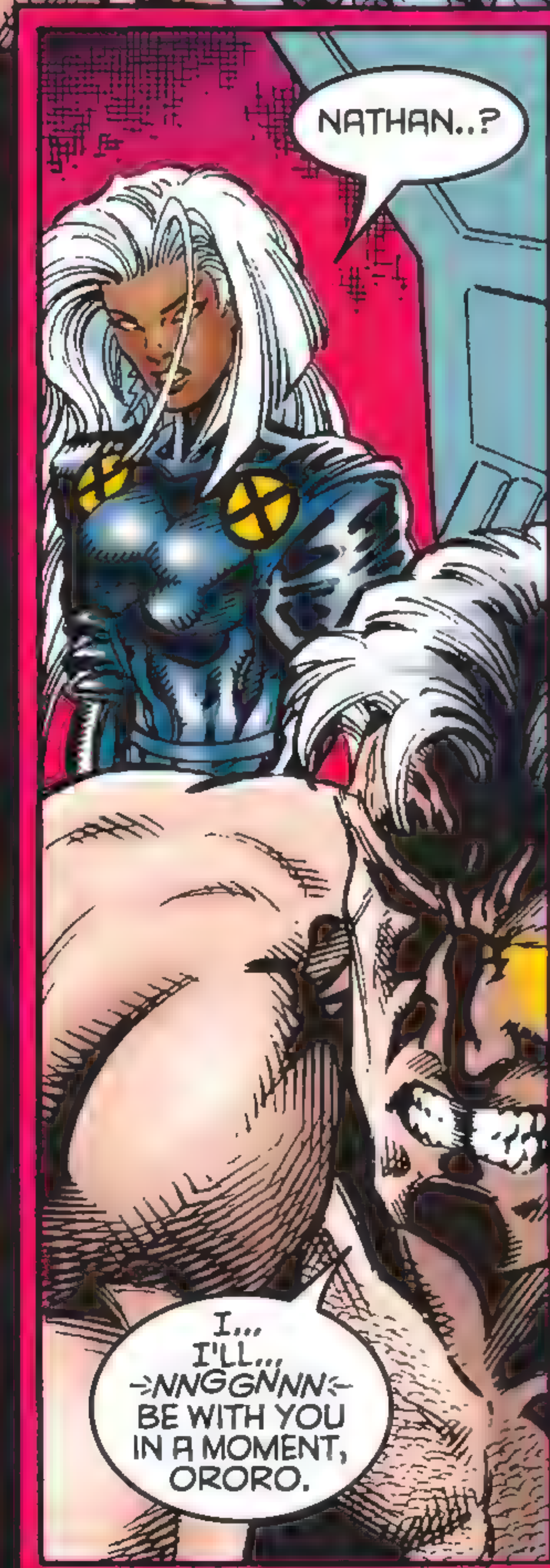
HENRY --?



IF YOU ARE THROUGH WITH CABLE, I WOULD LIKE TO SPEAK WITH HIM IN PRIVATE.

I BESEECH YOU, FINE LADY -- GET HIM OUTTA HERE!

SHE IS ORORO MUNROE -- STORM -- A WOMAN WHOSE MUTANT POWER ALLOWS HER TO REIGN OVER THE ELEMENTS.



NATHAN..?

I... I'LL... --NNGGNN-- BE WITH YOU IN A MOMENT, ORORO.



THE STRAIN OF RECOMPOSING MY ARM IS GETTING TOUGHER...

BUT THERE ARE MORE **IMPORTANT** THINGS TO WORRY ABOUT.



MCCOY, I TRUST YOU'LL GET ME THOSE LAB RESULTS **ASAP**.

RIGHTEO!

NOTHING SERIOUS, I HOPE?

NO... TOUCH OF THE **FLU**, I THINK.



NOW THEN.

CABLE'S TISSUE SAMPLE -- COMPLETE WITH HIS **DNA** AND A SAMPLE OF THE TECHNO-VIRUS.

MY SWITCHING PLACES WITH THE **OTHER** MCCOY HAS BORNE A MOST... **UNEXPECTED** TREAT.

MEANWHILE...

I'M
GLAD YOU'RE
NOT DEAD. ⓧ

NOW
THAT DIDN'T
COME OUT
RIGHT.

PERFECTLY
NATURAL --
GIVEN WHAT WE
DO, NATHAN.

AND FOR
THE RECORD,
I AM GLAD I AM
NOT DEAD,
TOO.

I AM,
HOWEVER...
SORRY TO HEAR
ABOUT THE LOSS
OF YOUR
SON.

I HAD
THOUGHT
PERHAPS OUR
ENCOUNTER WITH
TYLER IN EGYPT ⓧ HAD
BEGUN A *RECOVERY*
PROCESS
FOR HIM.

BUT
SOMETIMES,
NO MATTER HOW
MUCH WE LOVE
SOMEONE...

... DESPITE
OUR *PERSONAL*
SACRIFICES...

● SEE THE RECENT
STORM
MINI-SERIES
& SEE
ⓧ **CABLE** #17-19
-- Mark!

... WE
CANNOT MAKE
THEM CHOOSE
THE *RIGHT*
PATH.

WHAT'S
PAST IS
PAST.

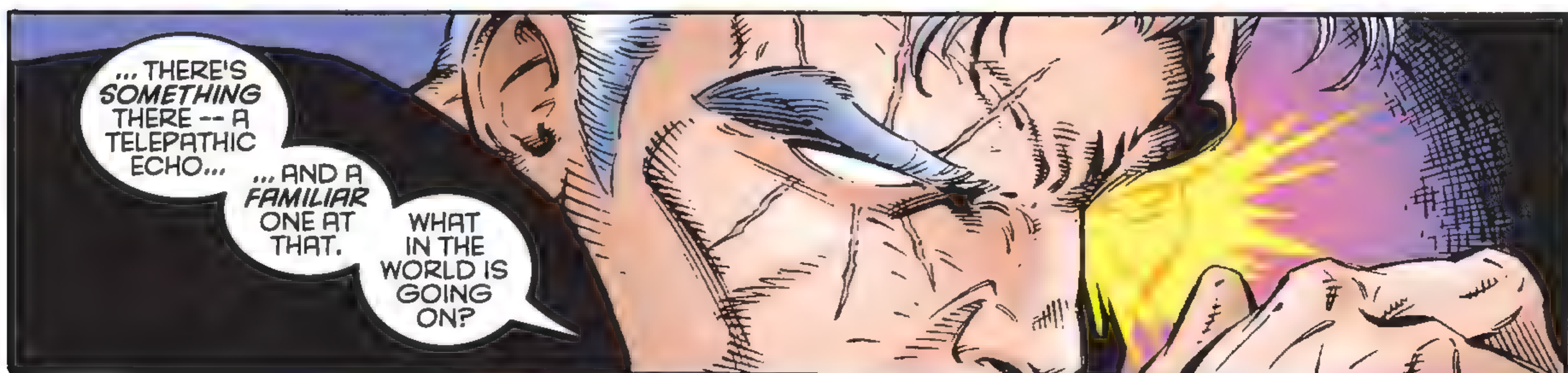
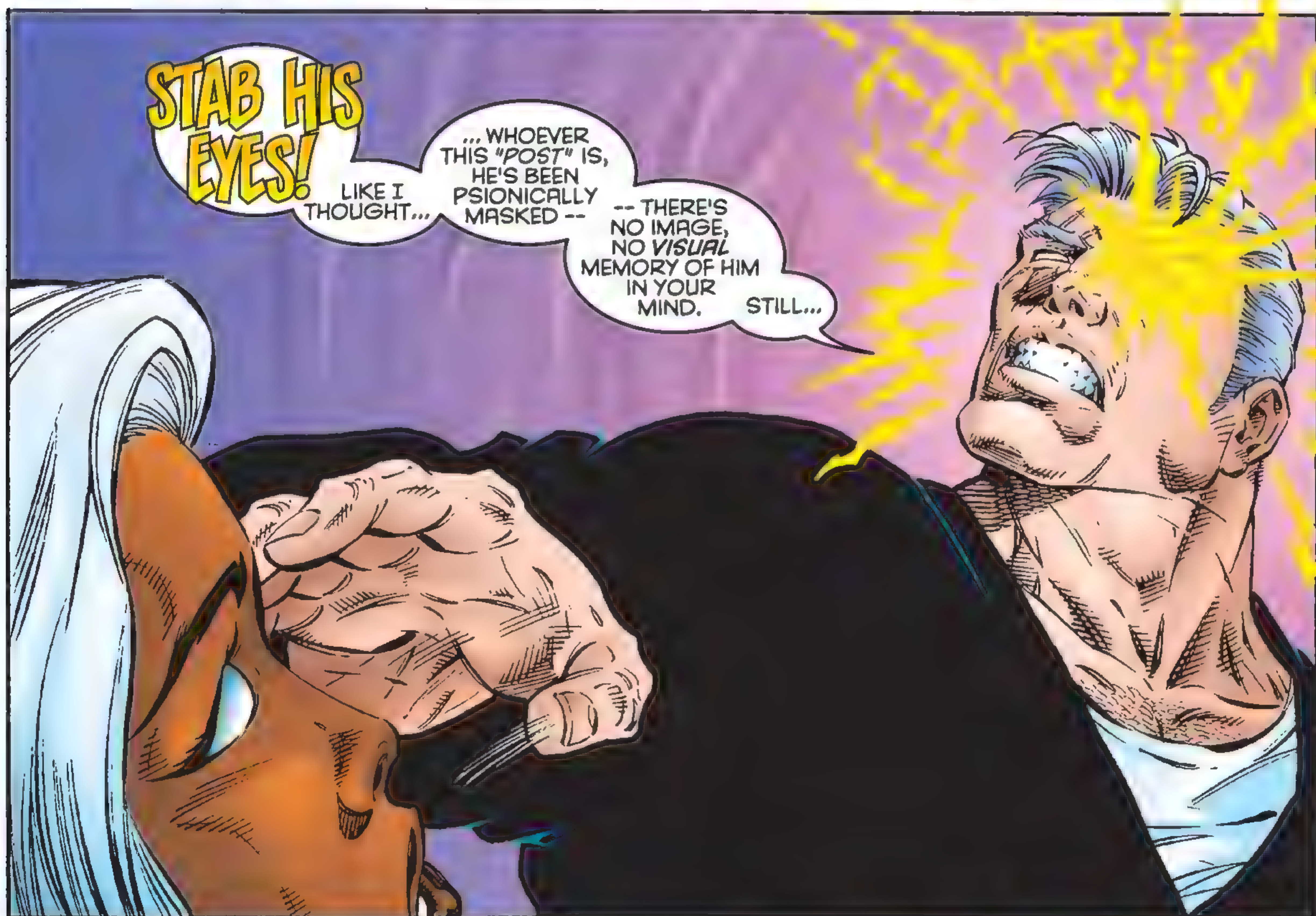
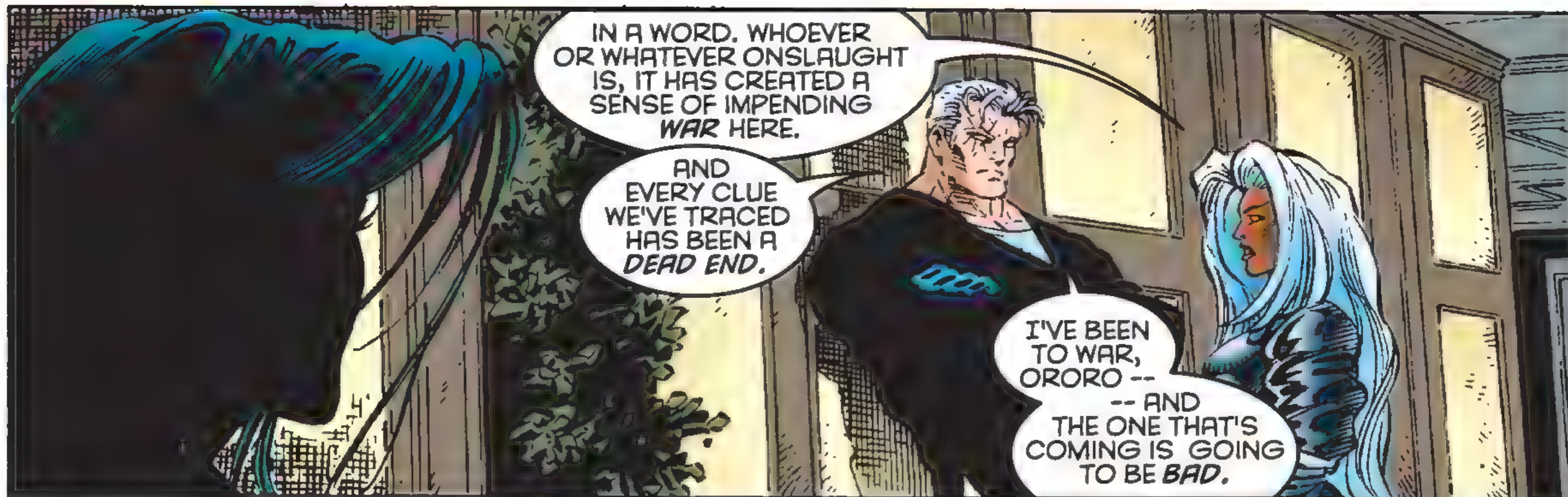
I DON'T MEAN TO SOUND...
COLDHEARTED. BUT
TYLER IS GONE AND THERE'S
NOTHING I CAN DO
ABOUT IT BUT REMEMBER
THE *GOOD* IN HIS
MEMORY.

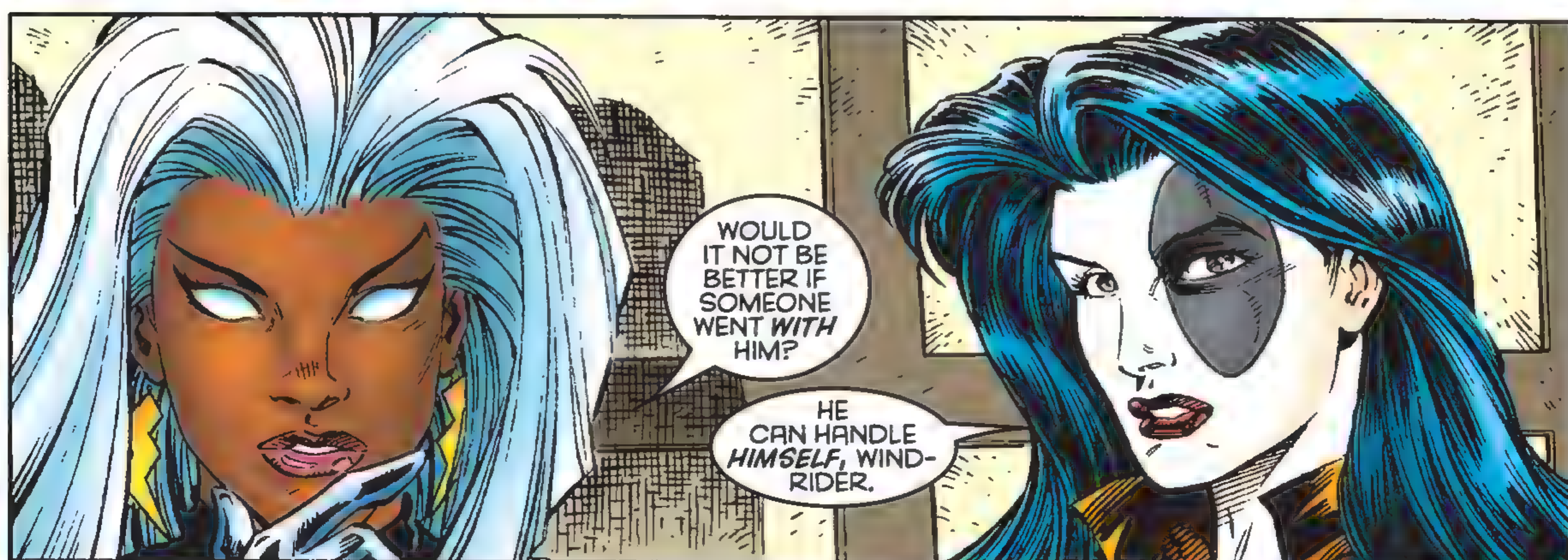
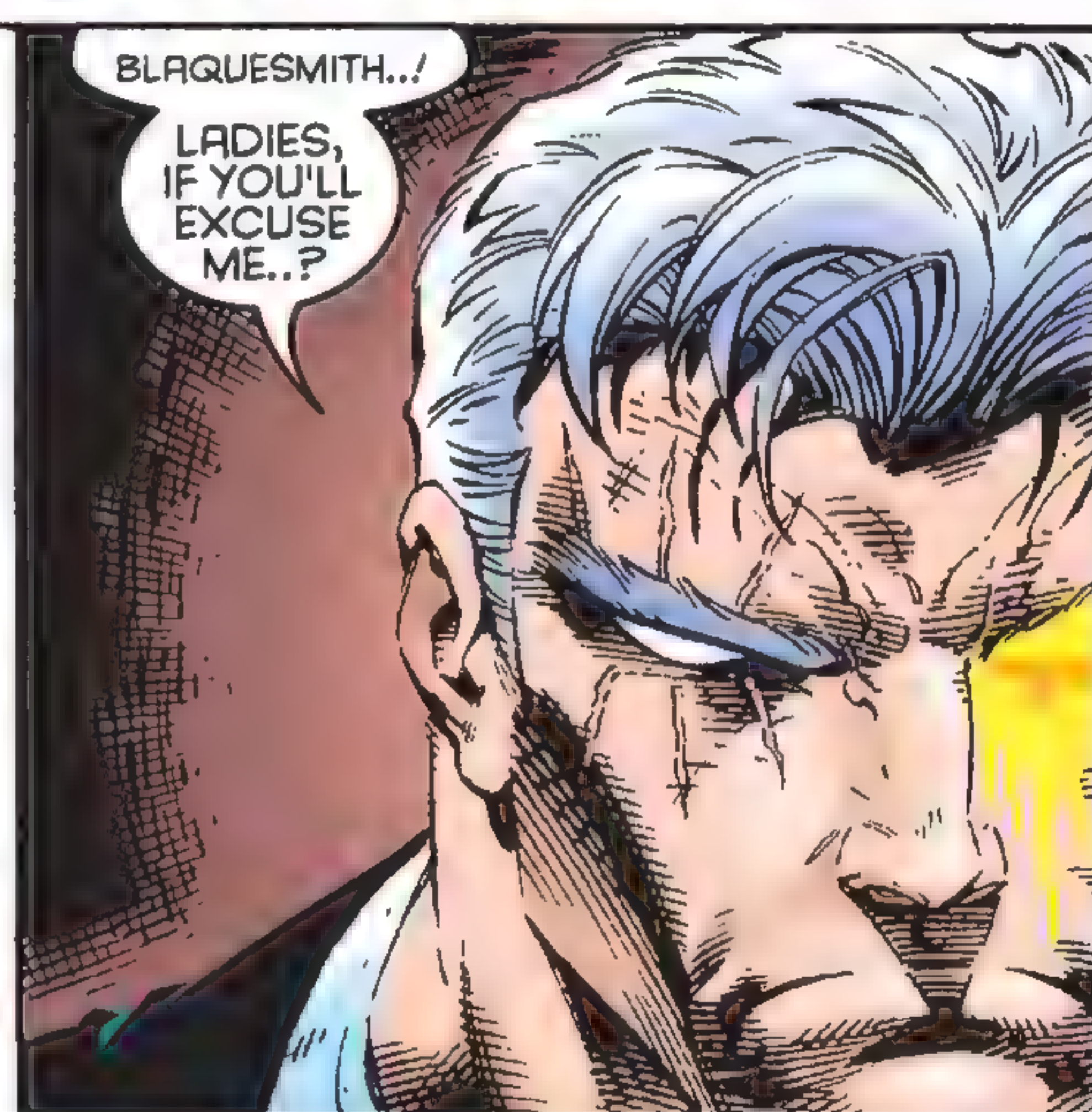
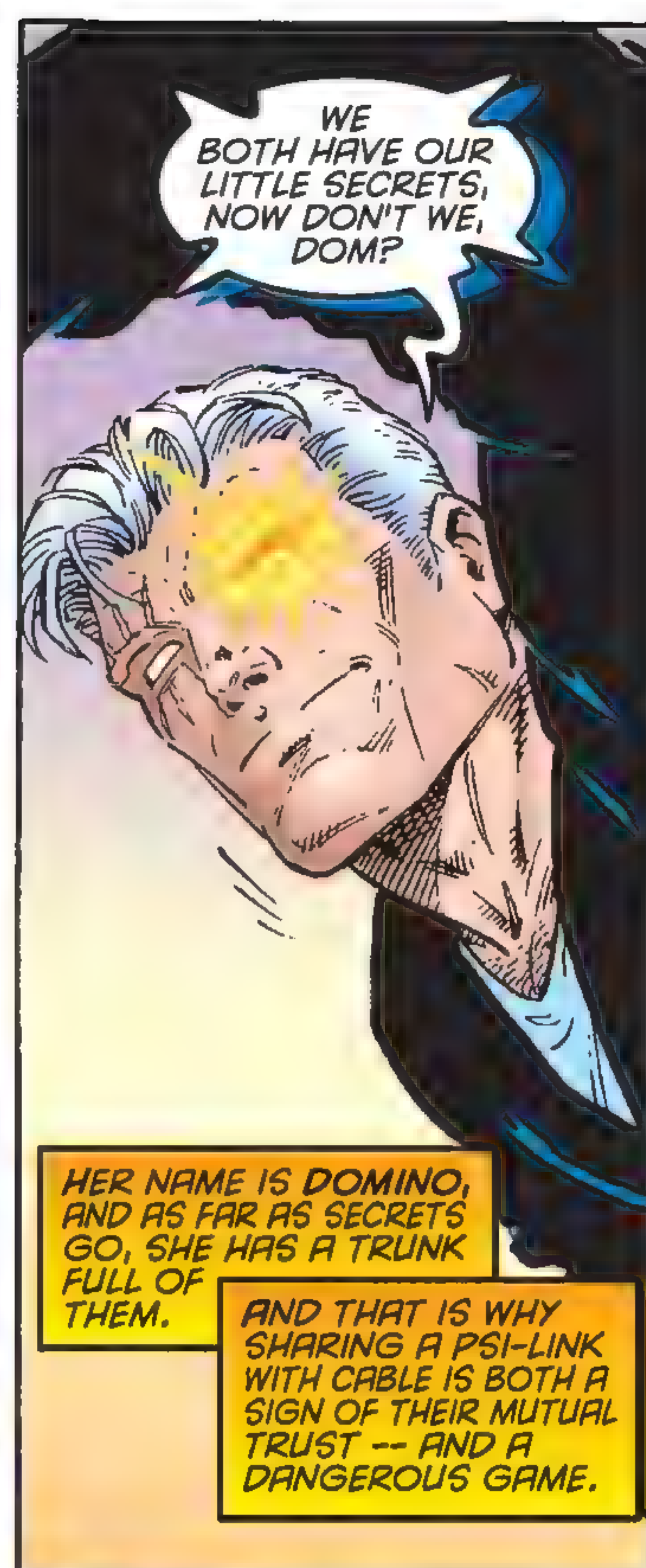
BY THE
GODDESS, HOW
MUCH LONGER CAN
YOU KEEP YOUR
EMOTIONS AS
BOTTLED UP AS
YOU DO?

SURELY
THIS ISN'T
WHAT YOU WANTED
TO SPEAK TO ME
PRIVATELY
ABOUT?

NO. AS
ALWAYS, THERE
IS X-MEN
BUSINESS
TO ATTEND
TO.

ONSLAUGHT?





HOURS
LATER...

BALTIMORE
HARBOR.

THE REMAINS OF
THE RUSTED FRIGATE
SMOLDER LIKE A
HAUNTING SKELETON.

FOR DESPITE APPEARANCES,
THIS WAS NO ABANDONED
FREIGHTER.

IT HOUSED A BEING
WHO WON'T BE BORN
FOR TWO THOUSAND
YEARS...

... CABLE'S MENTOR...

BLAQUESMITH



WHAT
HAPPENED
HERE, OLD FRIEND?
WHO COULD'VE
DONE THIS?

YOUR
DEFENSE MECHANISMS
WERE FAR, FAR SUPERIOR
TO ANYTHING INVENTED
IN THIS ERA.

THIS SHIP
SHOULD HAVE BEEN
UNDETECTABLE AND
IMPENETRABLE.

DID THIS
HAVE ANYTHING
TO DO WITH THE
BREAK-IN?

WAY BACK IN CABLE #21
See we didn't forget! Mark!

CAN WE
HELP YOU,
PAL?

BALTIMORE
POLICE DEPARTMENT --
YOU KNOW ANYTHING
ABOUT THIS
FRIGATE?

NOTHING
YOU NEED TO
KNOW.

LET US
PUT IT *ANOTHER*
WAY, THEN,
OKAY?

LET'S TAKE
A *RIDE* AN' SEE IF
MAYBE YOU RECALL
ANYTHING WE *DO*
NEED TO
KNOW.

LISTEN,
IF YOU KNOW
SOMETHING,
SPILL IT.

WE CAN'T
FIND A SOUL WHO
EVEN REMEMBERS
SEEING THIS
TUB --

-- AND
INEXPLICABLE
FIREBALLS AREN'T
THE NORM
AROUND
HERE.

NOW --

OKAY.
YOU HAVE ENOUGH.
I CAN GO
NOW.

WE'VE
GOT ENOUGH.
YOU CAN GO
NOW.

THANK
YOU.

WANT
TO GET A
COFFEE,
FRANK?

ONLY
IF YOU'RE
BUYIN',
TIM.

DIDN'T
LIKE HAVING TO
USE MY PSI-POWER
LIKE THAT, BUT IT
WOULD'VE ONLY
ESCALATED.

THE LESS
ENTANGLED
THEY ARE IN THIS
MESS --

-- THE
SAFER THEY
ARE.



INSIDE THE SHIP...

I MAY NOT HAVE ALWAYS AGREED WITH BLAQUESMITH --

-- AND OUR LAST ENCOUNTER OVER THE FATE OF NATE GREY CERTAINLY PUT A... WEDGE IN OUR FRAGILE ALLIANCE.

BUT HE WAS MY LAST CONNECTION TO THE ERA I GREW UP IN.

WITHOUT HIM, I'VE NEVER FELT MORE ALONE IN THIS ONE.

SEEN ENOUGH OF THESE JOBS TO KNOW ONE THING.

WHOEVER DID IT WAS VERY THOROUGH.

ALMOST... TAUNTING ME TO TRY AND FIND OUT ANYTHING ABOUT THE "HOW" AND "WHY"...

WELL, WHOEVER YOU ARE -- YOU PICKED THE WRONG MAN TO MESS WITH.

'CAUSE IF BLAQUESMITH IS DEAD -- AND I DON'T SENSE HIS MIND THROUGH OUR PSI-LINK...

... THEN THERE ISN'T ANYWHERE IN THIS UNIVERSE THAT YOU CAN HIDE, MURDERER --

-- THAT WILL STOP ME FROM DEALING THIS BACK TO YOU IN SPADES!

STRIKING

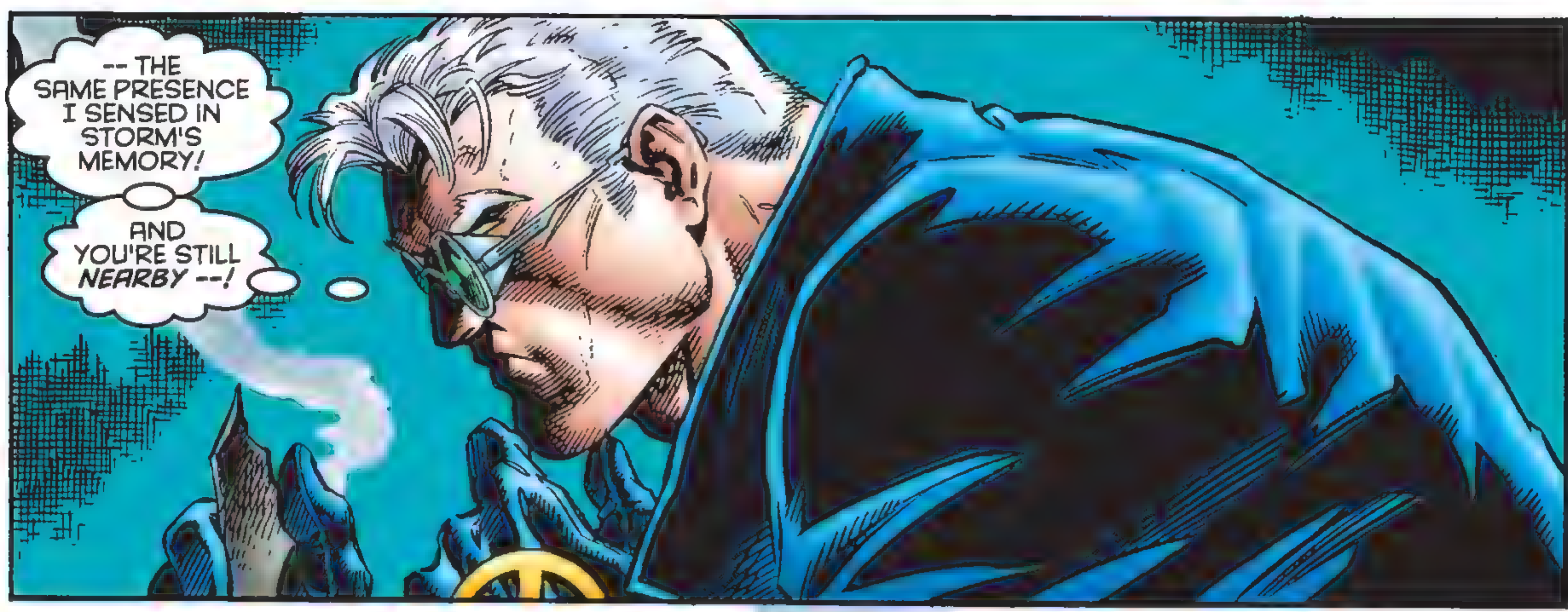
AND TOWARD THAT END...

... YOU'VE NOW MADE TWO MISTAKES.



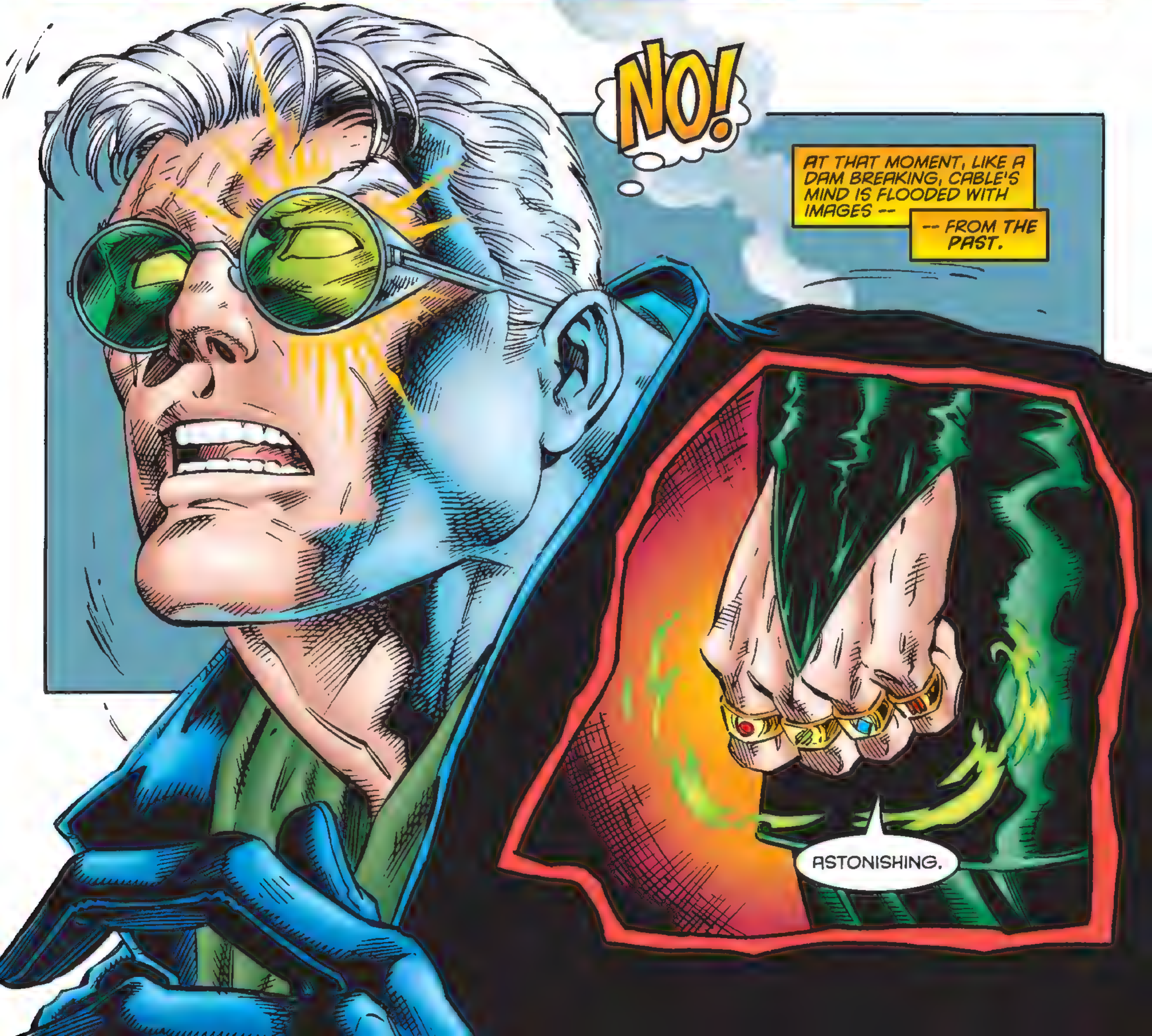
BECAUSE AS WELL AS YOU'VE PSI-SHIELDED YOURSELF --

-- I STILL SENSE YOUR PRESENCE --



-- THE SAME PRESENCE I SENSED IN STORM'S MEMORY!

AND YOU'RE STILL NEARBY --!



NO!

AT THAT MOMENT, LIKE A DAM BREAKING, CABLE'S MIND IS FLOODED WITH IMAGES --

-- FROM THE PAST.

ASTONISHING.

IT WAS A
TIME LONG
SINCE PAST...

... WHEN THE SEAS
OF TODAY'S GENETIC
STRIFE WERE JUST
TAKING A ROOT.

SOMEWHERE IN NORTHERN CHINA,
A WARLORD OF ANCIENT ROYAL
LINEAGE WITH DREAMS OF WORLD
DOMINATION HAD BARELY BEGUN
DOWN HIS TWISTED PATH.

THE MANDARIN HAD
SOUGHT TO REAP
THIS DAY A MAJOR
LEAP TOWARD THAT
ULTIMATE GOAL...

I WOULD
NOT HAVE
EXPECTED YOU
TO SURVIVE
THIS LONG,
TREMAIN.

YOUR
BEING A...
MUTANT... COULD
PROVE EXCEEDINGLY
VALUABLE TO US IF WE
COULD SEPARATE THE
SO-CALLED "X"
GENE FROM
YOUR DNA.

I
WONDER IF
YOU KNOW HOW
TRULY *LUCKY*
YOU ARE.

YOUR *CELLUAR*
STRUCTURE WILL
BE THE BASIS FOR
A NEW KIND OF
ARMY.

ONE
WHICH WILL
AT LONG LAST
BRING THE WEST
TO ITS
KNEES...

... AT
THE HANDS
OF THE
MANDARIN!

INSTEAD IT WOULD
ONLY BRING A RESOUNDING
DEFEAT...

...FROM A MOST...
UNEXPECTED SOURCE.

WE'VE HIT
THE MOTHER
LODE, G.W. -- THE
MANDARIN
HIMSELF!

I WANT
THIS DONE BY
THE BOOK, CABLE!
WE ARE ON A
STRAIGHT-AHEAD
S&D --

-- WE
DON'T HAVE
TIME FOR
ANYTHING
ELSE!

THAT'S
YOUR PROBLEM,
BRIDGE --

-- YOU
FAIL TO
REALIZE --

-- NOTHING
IN THIS WORLD
EVER GOES "BY
THE BOOK!"

WHEN CABLE FIRST
RETURNED TO THE
TWENTIETH
CENTURY...

... HE RAN WITH
A GROUP OF
MERCENARIES --

... OFTEN IN THE
COMPANY OF A
SPIT-SHINE SOLDIER
NAMED G.W. BRIDGE.

SEARCH AND DESTROY
-- Mark "I know Larry Hama
personally and lived" Powers

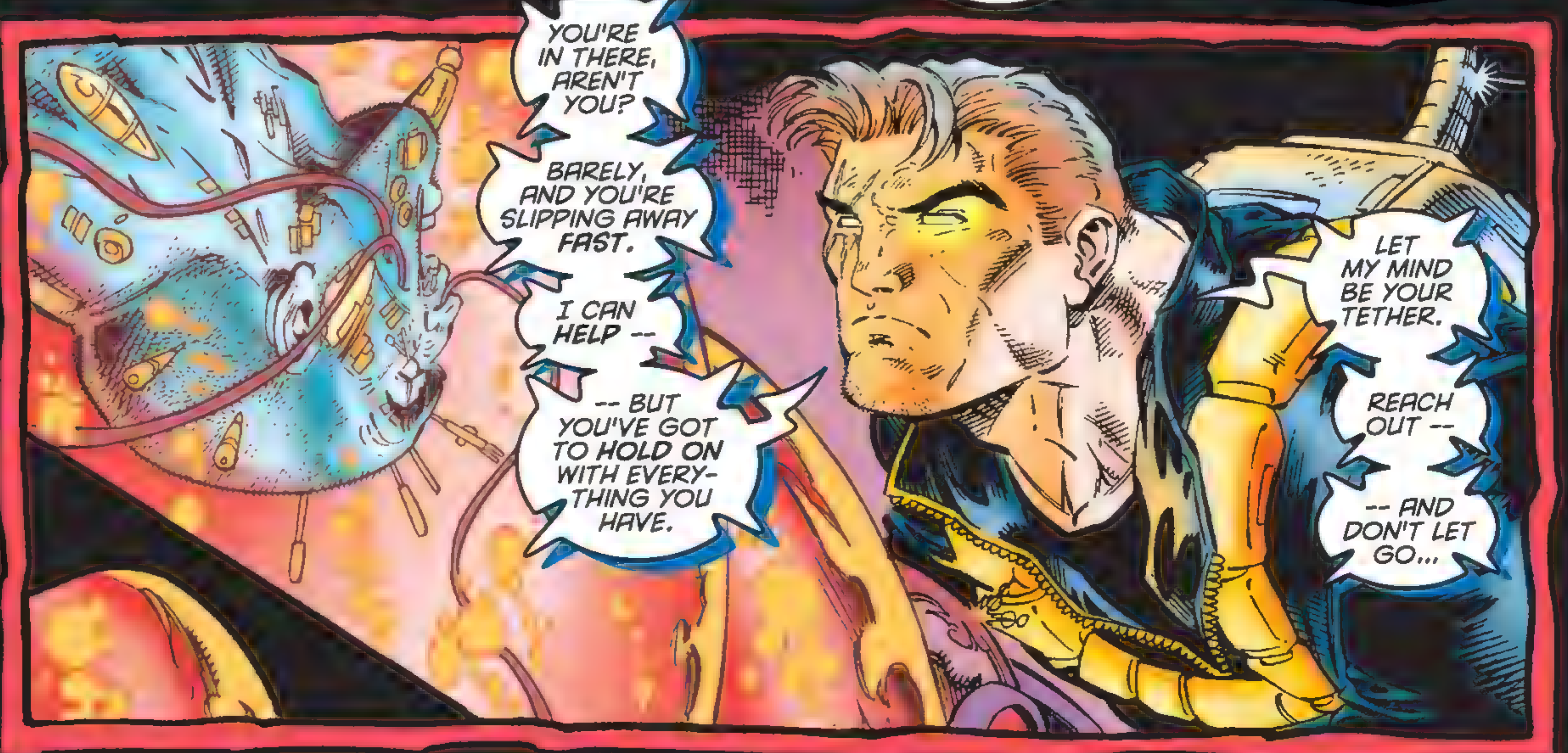
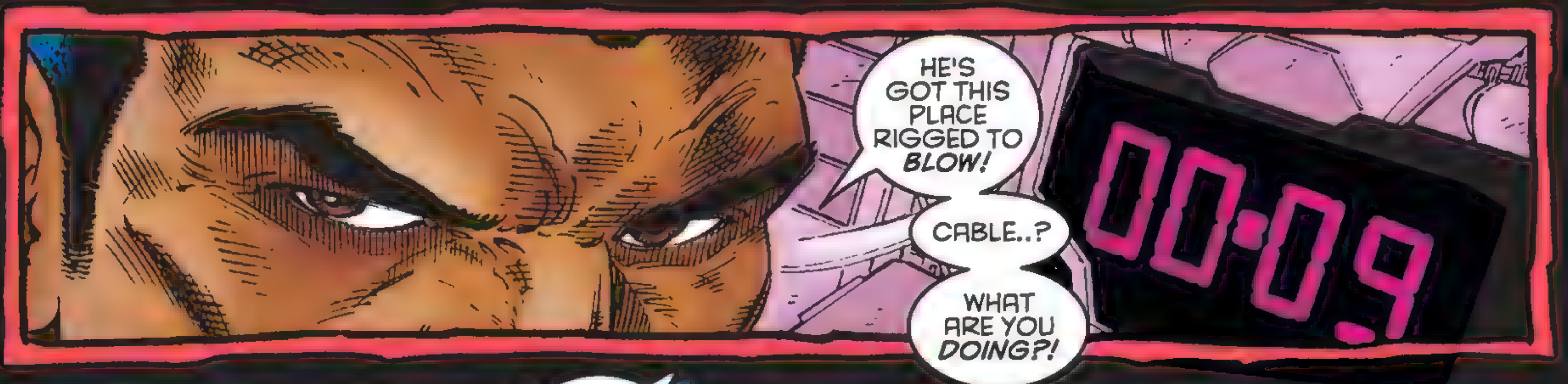
WHO
DARES?

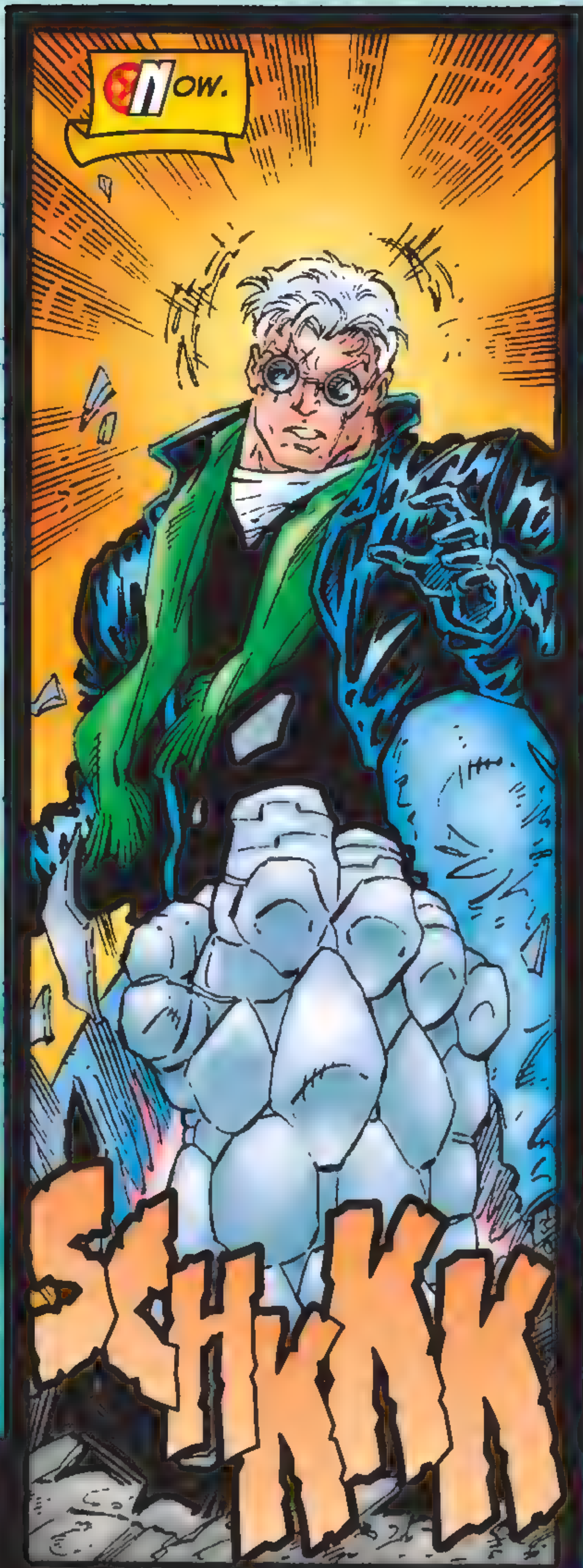
WHAT
MANNER OF
FOOL PROFANES
THE HALLOWED
GROUNDS OF MY
ANCESTORS?

WHAT
YOU'VE DONE
HERE IS AN ACT
OF WAR!

AND IF
IT IS WAR YOU
WANT...

... LET ONE
WHO CARRIES
THE BLOOD OF
**GENGHIS
KHAN**
IN HIS VEINS GIVE
YOU ONE!





LIGHTNING
FAST.

BARELY
GOT A TK SHIELD
UP IN TIME OR ELSE
I'D BE
DROWNING.

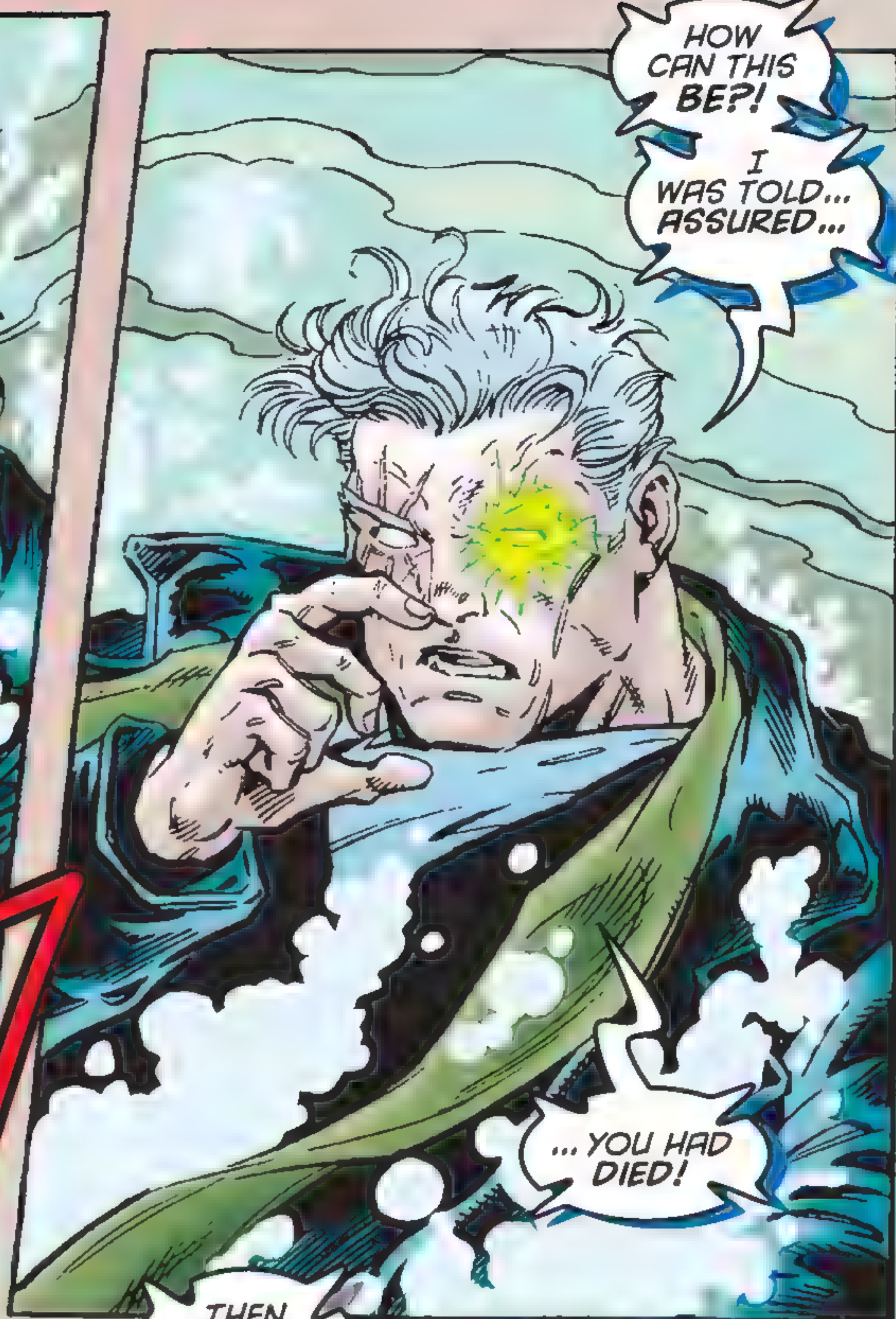
NOW WHO --
TREMAIN?!

I
REGRET
HAVING TO
DO THIS, OLD
FRIEND.

BUT
THE IDEALS
WE ONCE
SHARED --

-- HAVE
BECOME
ANTIQUATED --
EVEN FOR A MAN
FROM THE
FUTURE.

YOU'RE
THE ONE WHO'S
BEEN FOLLOWING
ME -- !



HOW CAN THIS BE?!

I WAS TOLD... ASSURED...

... YOU HAD DIED!

THEN YOU WERE NOT MIS-LEAD.

FOR THE MAN YOU KNEW NO LONGER EXISTS.

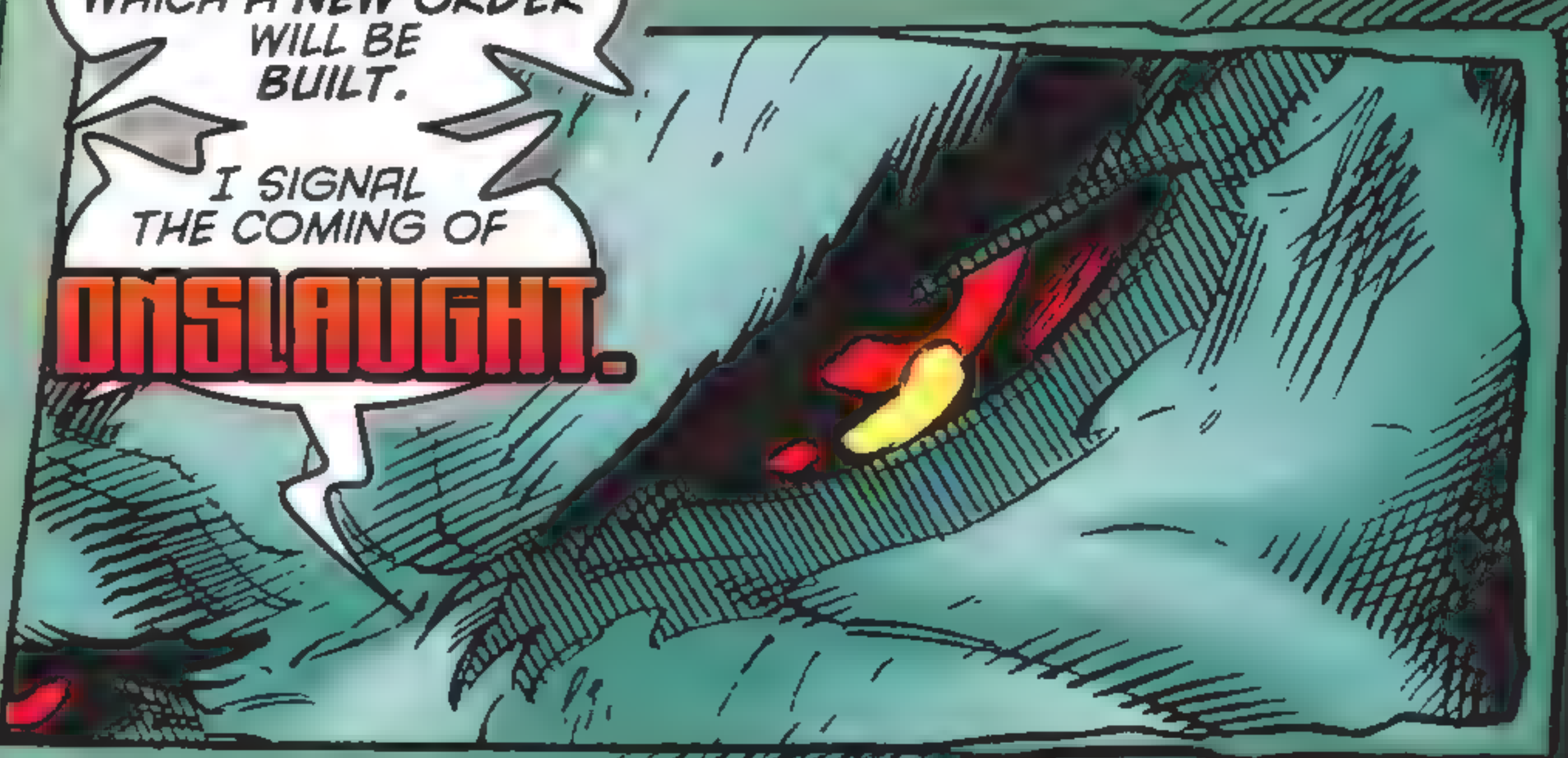
I AM ONLY POST NOW.

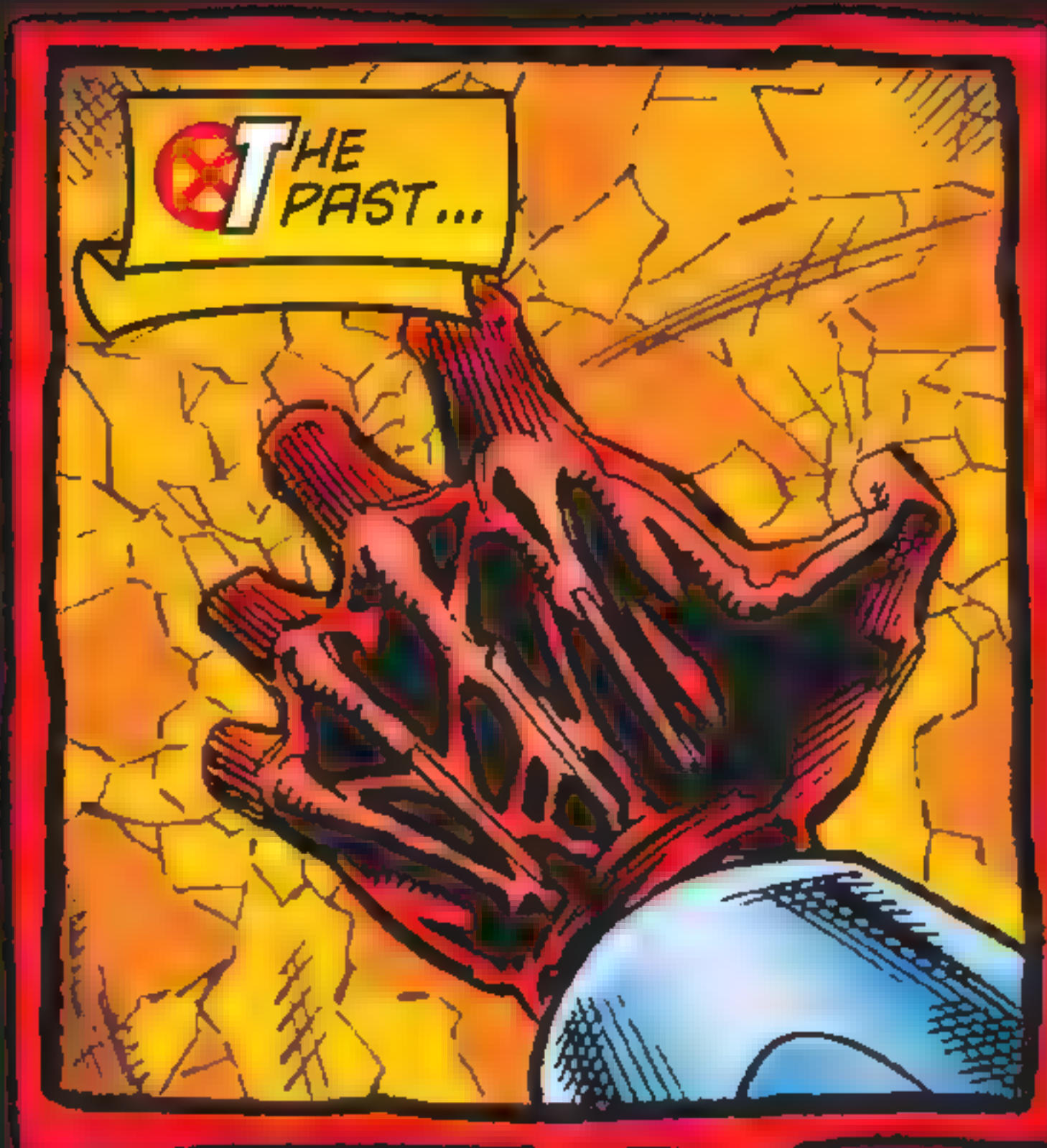
A SENTRY -- THE SUPPORT UPON WHICH A NEW ORDER WILL BE BUILT.

I SIGNAL THE COMING OF
ONSLAUGHT.

I HAVE FOUND A NEW DREAM...

... AND A NEW DREAMER.





THE PAST...



YOU'RE GOING TO MAKE IT.

IF I HAVE *ANYTHING* TO SAY ABOUT IT --

-- AND I DO!



CABLE!

OUR ORDERS ARE SPECIFIC TO IN AND OUT!

THIS IS **NOT** A RESCUE OP!



THE EVAC LINES CAN'T SUPPORT HIS EXTRA WEIGHT!

LOOK AT THE MONITOR -- HE'S **FLATLINING**! HE'LL PROBABLY **DIE** BEFORE WE GET HIM TO A MEDIC!

AND THERE'S ANOTHER **HALF-DOZEN** MEN ABOVE WHOSE LIVES YOU'RE PUTTING AT RISK!

THEN I'LL GET MY OWN RIDE BACK!

YOU WON'T DIE.

I CAN TELEKINETICALLY KEEP YOUR HEART AND LUNGS FUNCTIONING...

...FOR NOW...



CABLE, THIS PLACE IS ABOUT TO GO **SKY-HIGH**!

ONE MAN ISN'T GOING TO MAKE A DIFFERENCE.



THAT'S WHERE YOU AND I WILL **ALWAYS** DISAGREE, G.W.

ONE MAN CAN MAKE ALL THE DIFFERENCE IN THE WORLD!

60 OUTSIDE THE MANDARIN'S COMPLEX.

YOU'VE LOST A LOT OF BLOOD.

BUT IF I HAVE TO *CARRY* YOU ALL THE WAY INTO *TURKEY*, I WILL.

IN AMERICA, THERE ARE PEOPLE WHO CAN HELP YOU.

CABLE, PUT ME DOWN.

GO... GO ON ALONE. I'LL... ONLY DIE.

NOT AN OPTION.

I DON'T TAKE A LIKING TO *THAT* MANY PEOPLE.

I'VE BEEN INSIDE YOUR HEAD -- AND YOU'VE BEEN IN MINE.

YOU'VE SUFFERED ENOUGH.

YOU NEED A BLOOD TRANSFUSION IMMEDIATELY.

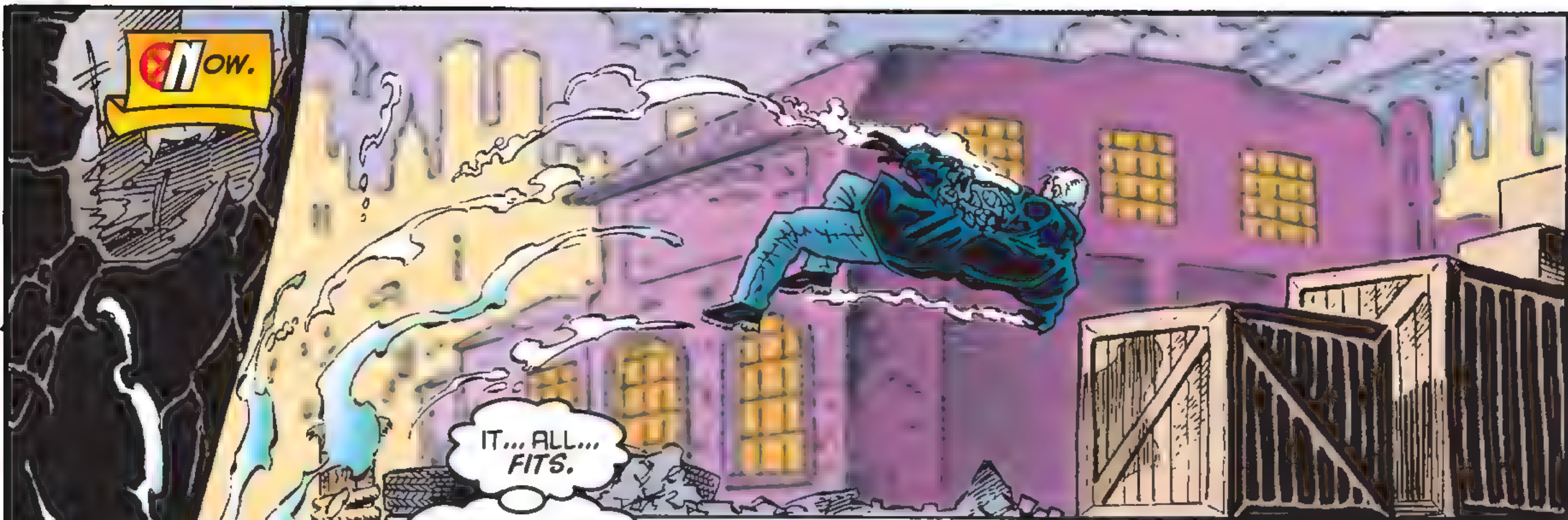
AND FOR GOOD OR FOR BAD, THE ONLY STUFF WE'VE GOT IS *MINE*.

NO TELLING WHAT THE *TECHNO-VIRUS* WILL DO TO YOU --

-- BUT THAT'S A CHANCE WE'LL HAVE TO TAKE.

I'LL... NEVER FORGET YOU FOR THIS...

... NEVER...



IT... ALL...
FITS.

BLAQUESMITH
IS GONE WHEN I
NEED HIM
MOST.

TREMAIN
IS ALIVE.

-- AND AS
IMPOSSIBLE
AS IT
SEEMS --

ONSLAUGHT
IS BEHIND IT
ALL --

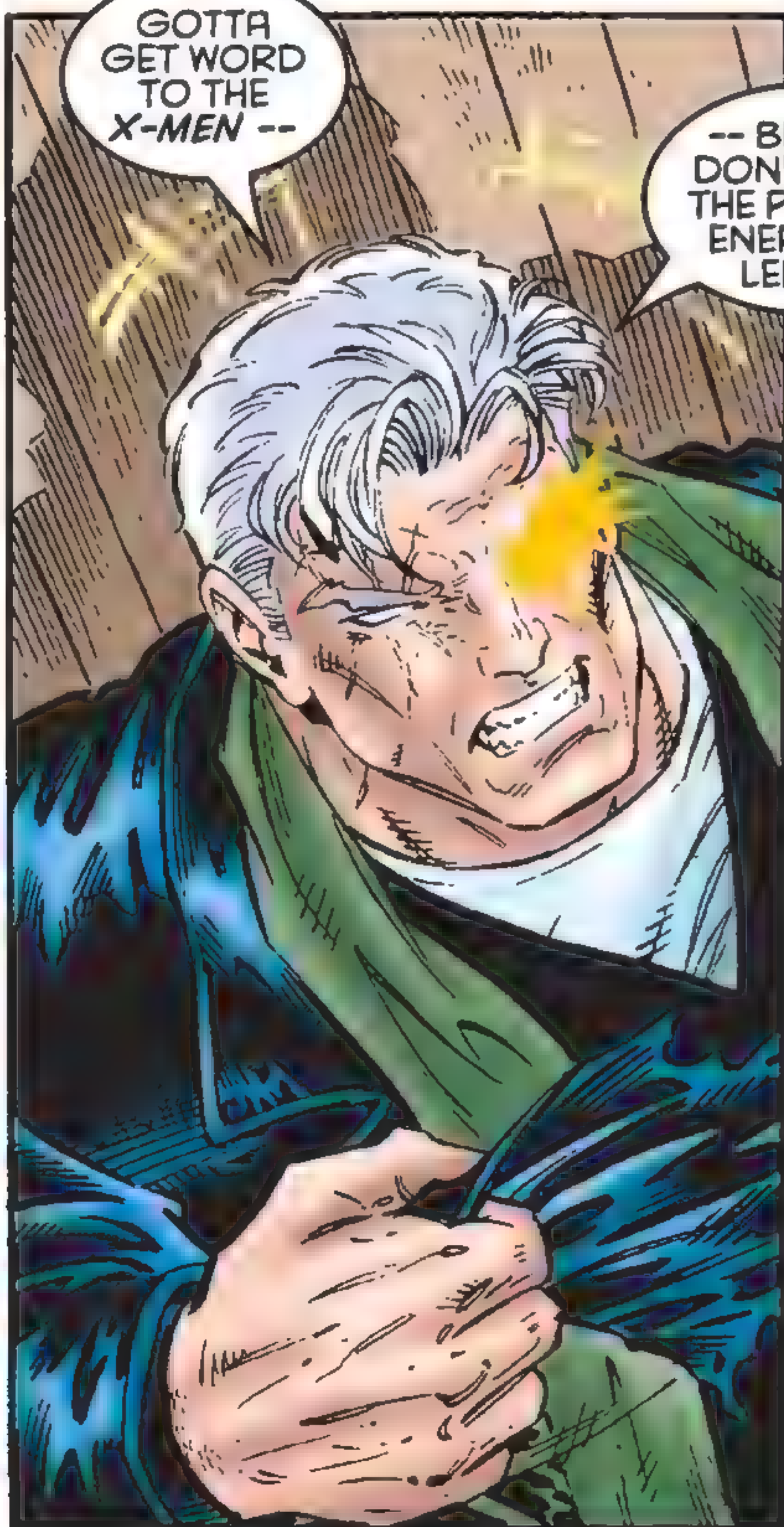
-- THERE'S
ONLY ONE
MAN WHO HAS
THE POWER AND
KNOWLEDGE
TO DO ALL
THAT!

NNNGGN

ALL THIS
TIME WE WERE
WORRIED ABOUT
NATE GREY --

-- AND THE
GREATEST THREAT
OF ALL WAS BEFORE
OUR EYES!

WAAAAH

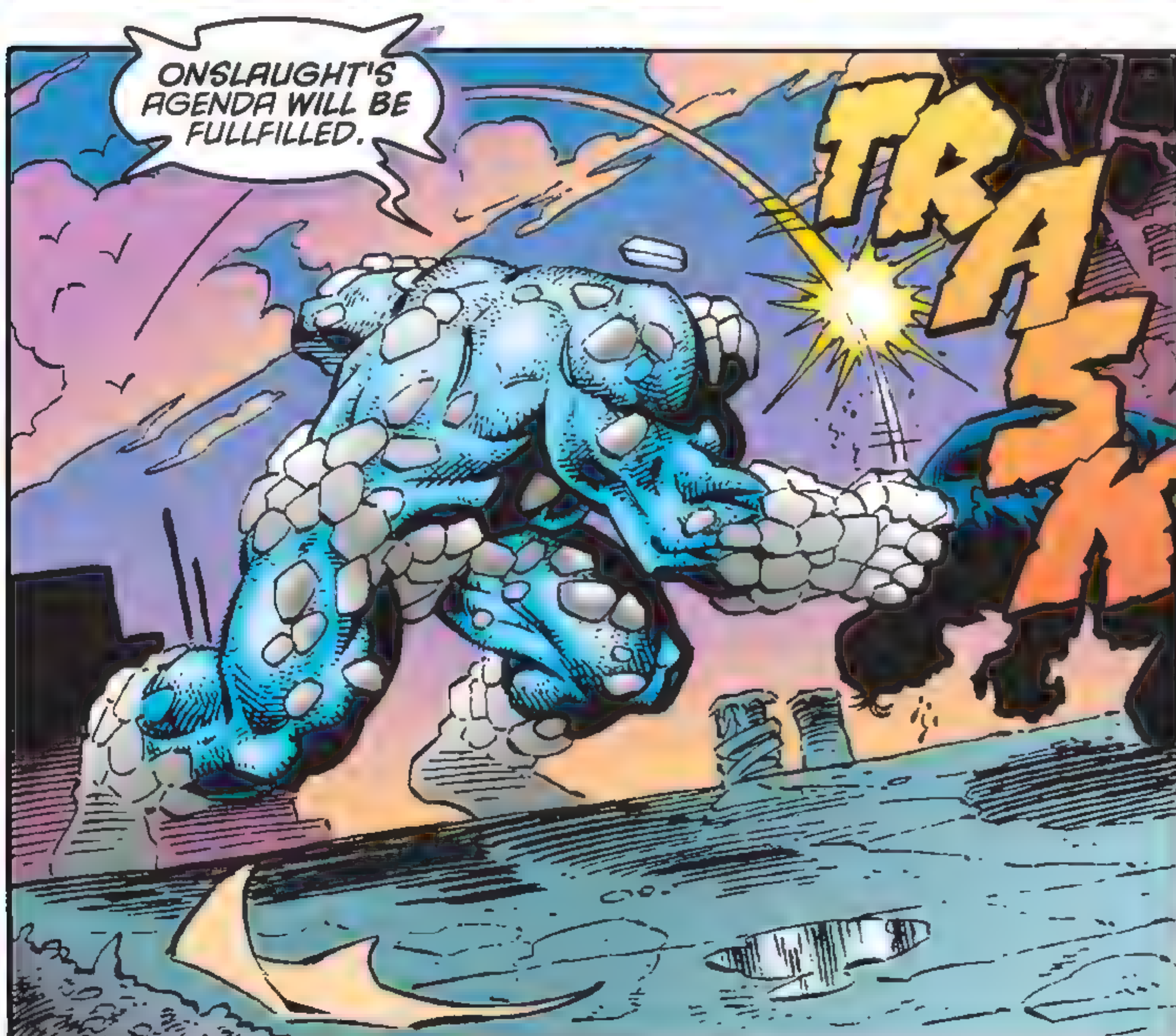
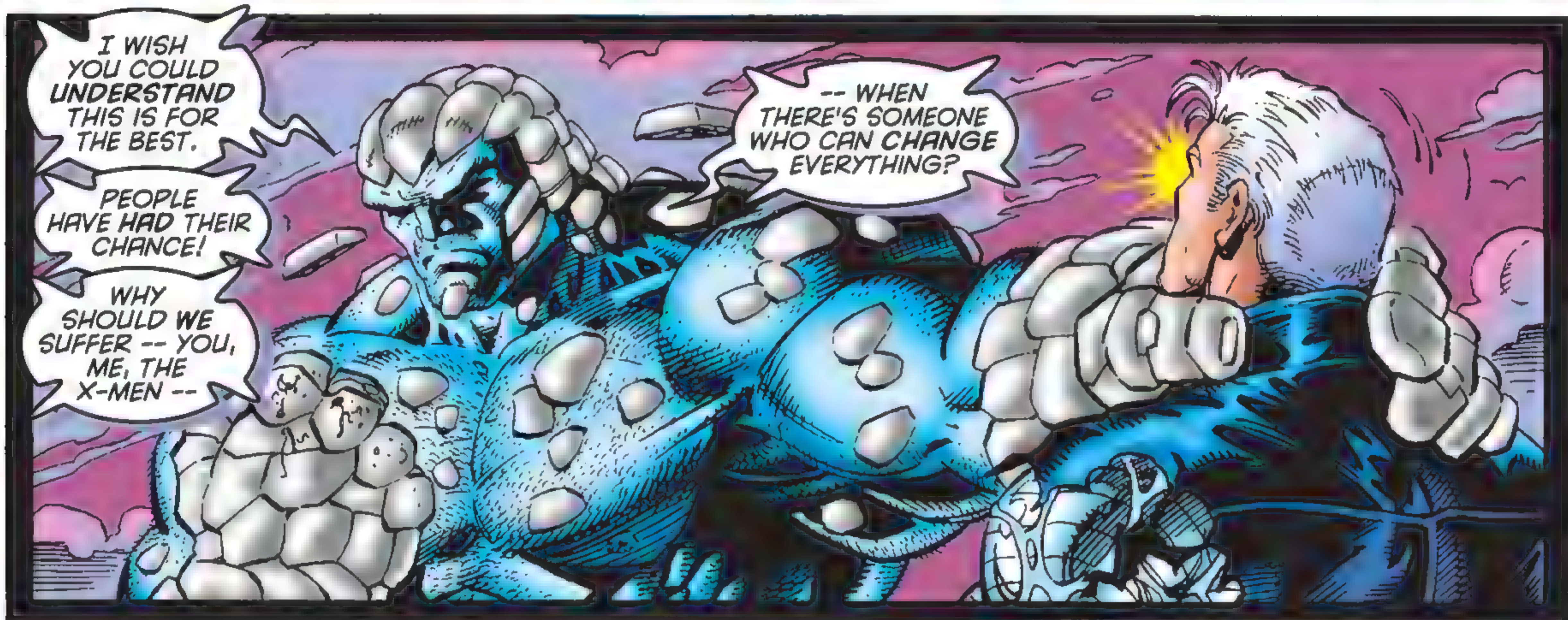
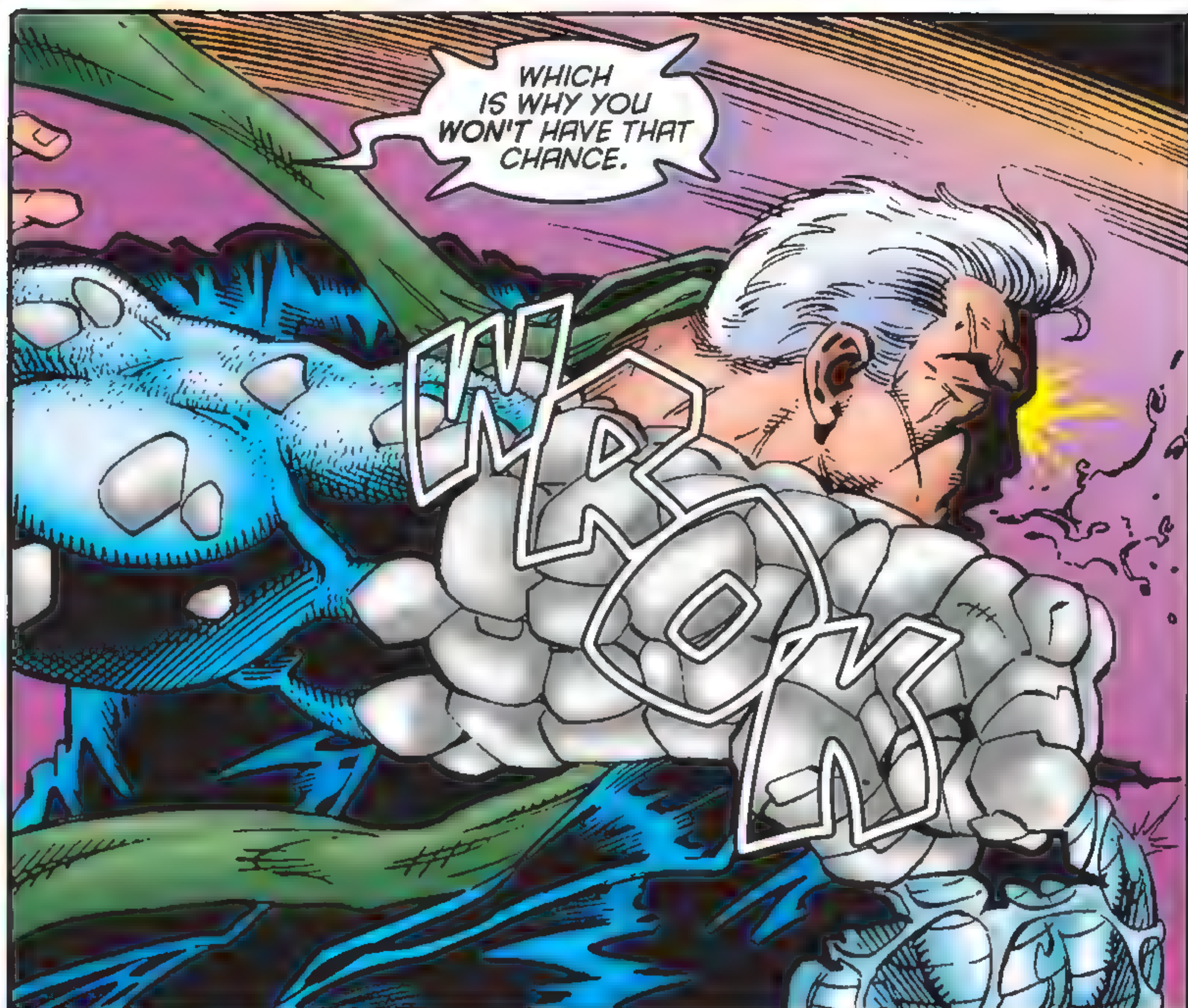


GOTTA
GET WORD
TO THE
X-MEN --

-- BUT I...
DON'T HAVE
THE PSIONIC
ENERGY...
LEFT --



-- TO
EVEN HOLD
MY OWN BODY
TOGETHER!





BELIEVE ME...

... IF THERE WERE ANY OTHER WAY...



NEVER...



WHAT --?



NEVER!



IN YOUR CONDITION, YOU'LL DIE NOW ANYWAY...



POST! HAVE YOU FORGOTTEN YOUR PURPOSE?

HAVE YOU FORSAKEN HE WHO RE-MADE YOU?

NO. NOTHING HAS CHANGED, ONSLAUGHT. I REMAIN YOUR MOST DEVOUT SERVANT.

IT IS AS YOU WISHED -- THE TIME-WALKER IS NO FURTHER THREAT TO ANYONE OR ANYTHING.



DON'T... COUNT ME OUT...

... LEARNED TOO MUCH...

YOU'VE LEARNED NOTHING...

... SHORT OF THE INEVITABLE...



NEVER...

N E X T:
THE INCREDIBLE
HULK

BONUS

MUTANT MASTERWORK PIN-UP

CABLE and DOMINO



MARVEL
COMICS

THE UNCANN

SPECIAL
JUGGERNAUT
UPDATE INSIDE!

X-MEN

JULY '96 334

APPROVED
BY THE
COMICS
CODE
AUTHORITY

THE
UNSTOPPABLE
RETURN
OF...

JUGGERNAUT!

stan lee presents
THE UNCANNY
X-MEN
in

dark horizon

EVEN UNDER THE BEST
OF CIRCUMSTANCES...

... CAIN MARKO WAS
NEVER THE MOST
PLEASANT OF PEOPLE.

C'MON,
C'MON
ALREADY...

... YA
LOSERS.

HIS BEHAVIOR WAS
DISTINCTLY ANTI-SOCIAL
LONG BEFORE HE WAS
EVER TRANSFORMED
BY THE CRIMSON
RUBY OF CYTTORAK --

-- INTO AN
UNSTOPPABLE
FORCE OF
NATURE CALLED...

...THE
JUGGERNAUT!

written by **scott lobdell** pencils by **joe madureira** with inks by **tim townsend**
color by **steve buccellato** and **team bucce!** lettering by **richard starkings** and **comicraft** and featuring **bob harras** as the chief

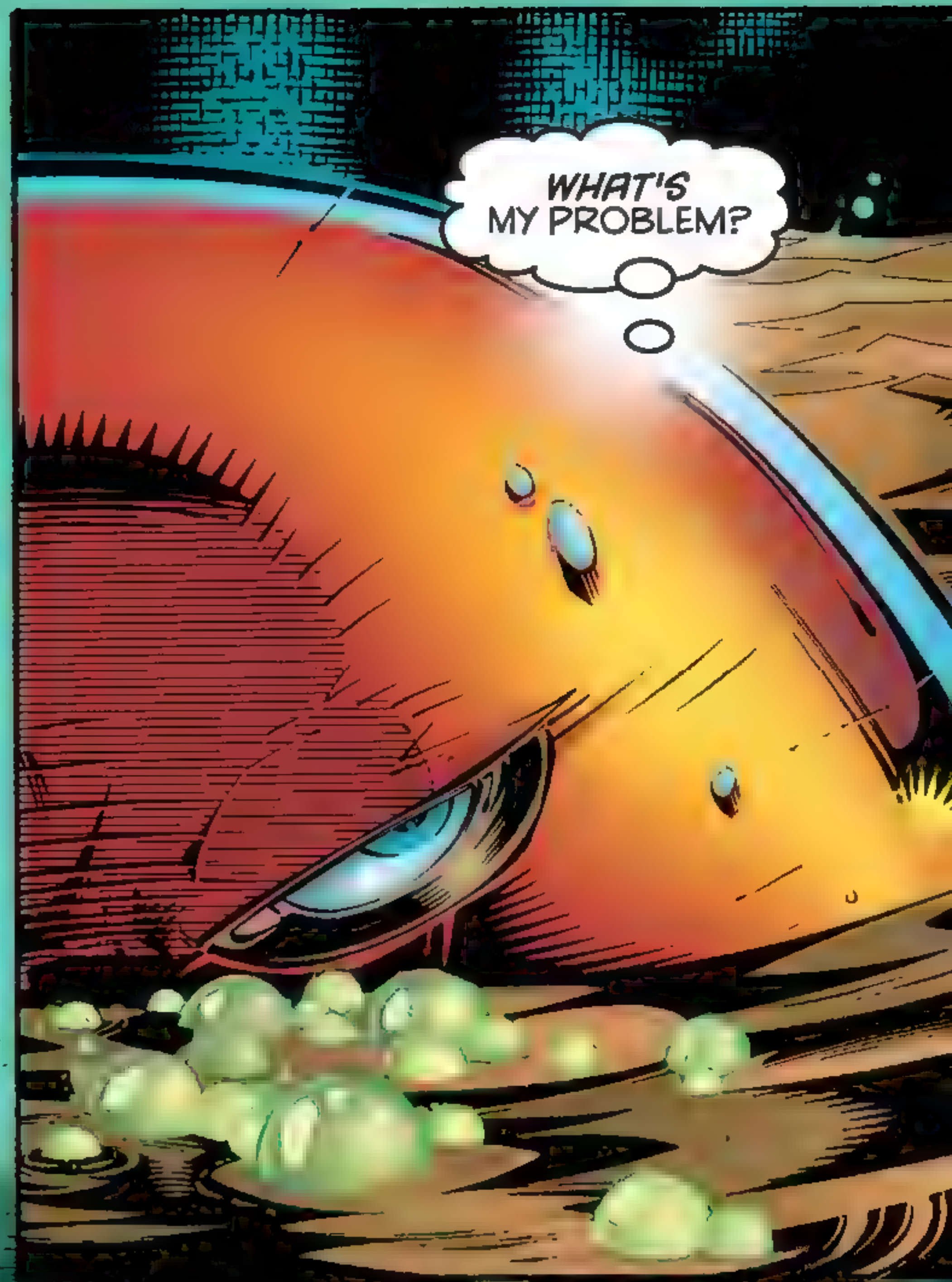


LIKE
I GOT NUTHIN'
BETTER TO DO THAN
WADE AROUND WAITIN'
FER CYCLOPS AN'
JEAN GREY T'COME
HOME?

I
SHOULD
JUST GO UP
AND BANG
ON THEIR
DOOR.

SHOULD.

BUT
I WON'T.



WHAT'S
MY PROBLEM?



MY
ENTIRE LIFE,
I WANTED
SOMETHIN'...?
I TOOK
IT.

SOMETHIN'
WAS IN MY WAY...?
I PLOWED OVER
IT.

I AIN'T
NEVER BEEN
AFRAID OF NUTHIN'
MY WHOLE
LIFE.

LEAST-
WAYS,
NOT UNTIL
NOW.

UNTIL...
ONSLAUGHT.



WHAT IS IT ABOUT... "HIM"... THAT'S GOT ME SO SPOOKED I CAN'T -- EH?

A SECURITY CAMERA? GREAT?



THAT MEANS ONE OF MY BROTHER'S -- MY STEPBROTHER'S -- STUPID MUTANT FLUNKIES WILL BE DOWN HERE IN A FLASH...

... TO SEE WHAT HAPPENED TO THE FERSHLUGGINER THING!

NOW, WHILE IT'S PANNIN'... BEFORE IT SPOTS ME --



... WHAMMO!

I LOVE LOVE LOVE SMASHING THINGS!

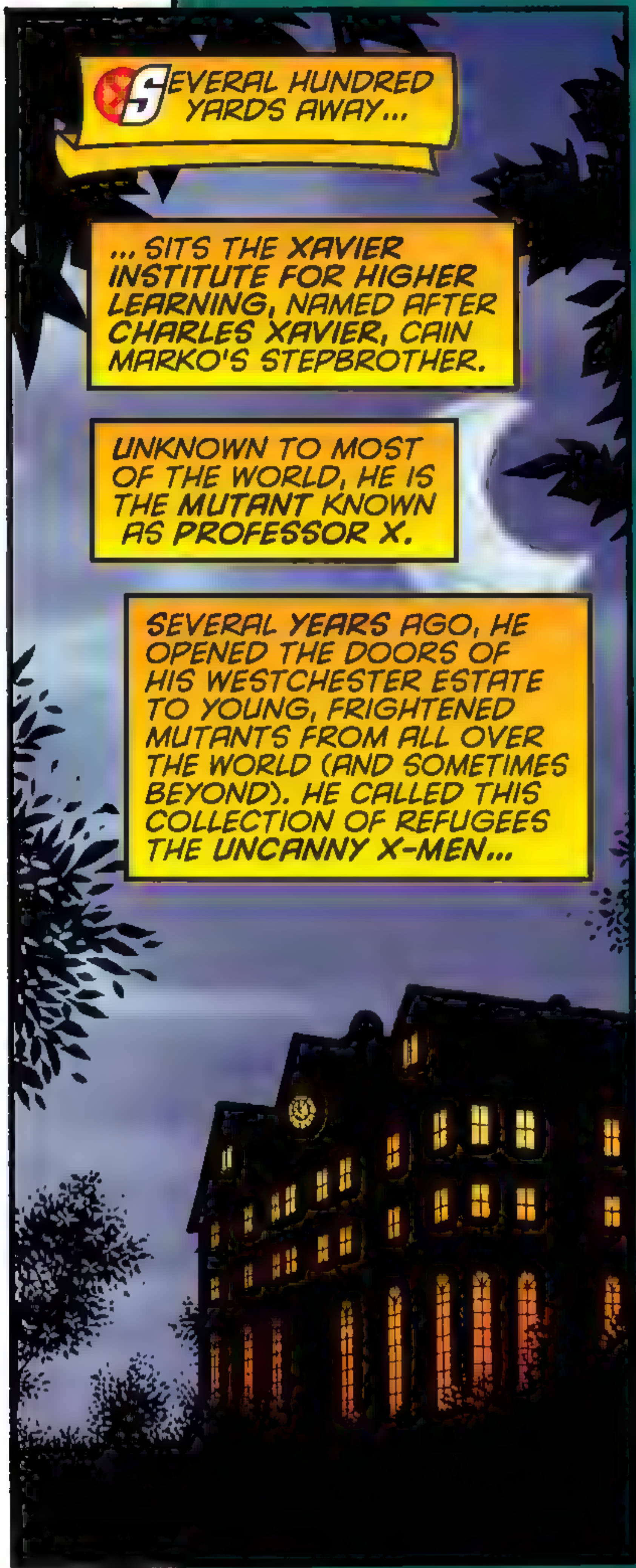
TO UNLOCK THE SECRET OF ONSLAUGHT.

A SECRET I GOT FLOATIN' IN MY HEAD.

IF ONLY IT WAS THIS EASY TO POUND ON ONSLAUGHT -- THE THING WHAT NEARLY KILLED ME A WHILE BACK. ☹

BUT THEN, THAT'S WHY I'M HERE.

SEE UNCANNY 322.
- Bob!



SEVERAL HUNDRED YARDS AWAY...

... SITS THE XAVIER INSTITUTE FOR HIGHER LEARNING, NAMED AFTER CHARLES XAVIER, CAIN MARKO'S STEPBROTHER.

UNKNOWN TO MOST OF THE WORLD, HE IS THE MUTANT KNOWN AS PROFESSOR X.

SEVERAL YEARS AGO, HE OPENED THE DOORS OF HIS WESTCHESTER ESTATE TO YOUNG, FRIGHTENED MUTANTS FROM ALL OVER THE WORLD (AND SOMETIMES BEYOND). HE CALLED THIS COLLECTION OF REFUGEES THE UNCANNY X-MEN...



BISHOP IS ONE SUCH REFUGEE FROM A TIME-NOT-YET-COME.

INTRIGUING.

I'VE BEEN TRYING TO REPAIR THE MUTANT-TRACKING CEREBRO UNIT AFTER IT OVERLOADED --

-- BUT I HAVE TO ADMIT, THIS IS ALL SOMEWHAT DISCONCERTING.

MUCH OF THE TECHNOLOGY UTILIZED IN THIS DEVICE... IS ALMOST IDENTICAL TO THAT USED A CENTURY FROM NOW.

BUT HOW IS THAT POSSIBLE?

WHAT COULD HAVE HAPPENED THAT WOULD STUNT THE DEVELOPMENT OF TECHNOLOGY TO SUCH AN EXTREME DEGREE?

SEE X-MEN #51 -- Bob!



WHAT DISASTER WILL OCCUR THAT --

-- Huhh?

LOOKIN' FOR DIS, MON AMI?



REMY?

DID YOU JUS' CALL ME "REMY"?! NOT GAMBIT, NOT LeBEAU.

NOT GAMBIT, NOT LeBEAU.

FOR DE FIRST TIME SINCE YOU DROPPED INTO DIS CENTURY, YOU CALLED ME REMY.

YOU TRYIN' TO MAKE ME BLUSH?



AT THAT MOMENT...

**DANGER ROOM
OCCUPANT
DESIGNATE:
CYCLOPS
SESSION LEVEL:
OMEGA LAMBDA**

**-- IN THE MANSION'S
DANGER ROOM...**



**... SCOTT SUMMERS
UNWINDS. THE ONLY
WAY HE KNOWS HOW.**

**BY PUSHING HIMSELF
FARTHER THAN HE
CAN GO.**

**LET THE OTHER X-MEN
HONE THEIR POWERS
WITH HOLOGRAPHIC
SIMULATIONS.**

**CYCLOPS, THEIR LEADER,
PREFERS THE STRAIGHT-
AHEAD, OL' FASHIONED
TRAINING SESSIONS.**

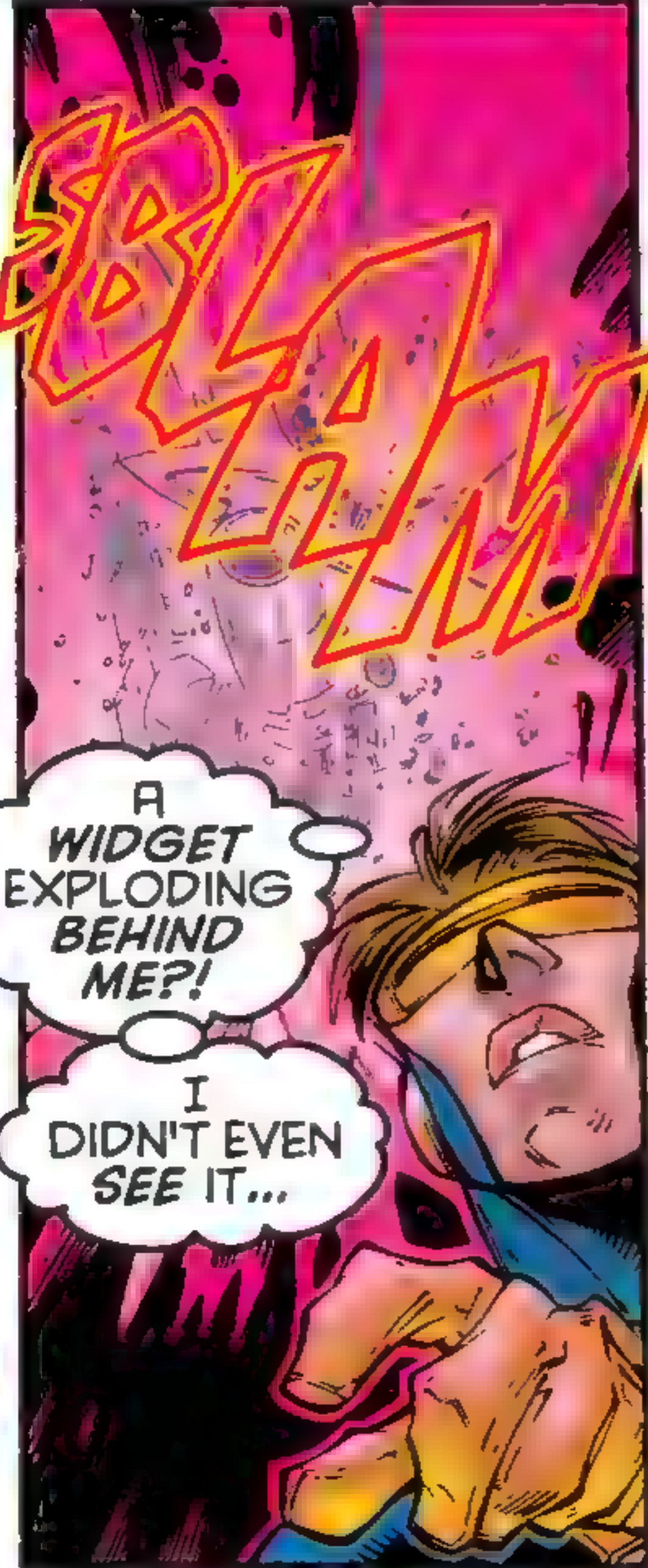


OL' FASHIONED...

WARRR!

CLICK!

**... BUT
DEADLY.**



**A
WIDGET
EXPLODING
BEHIND
ME?**

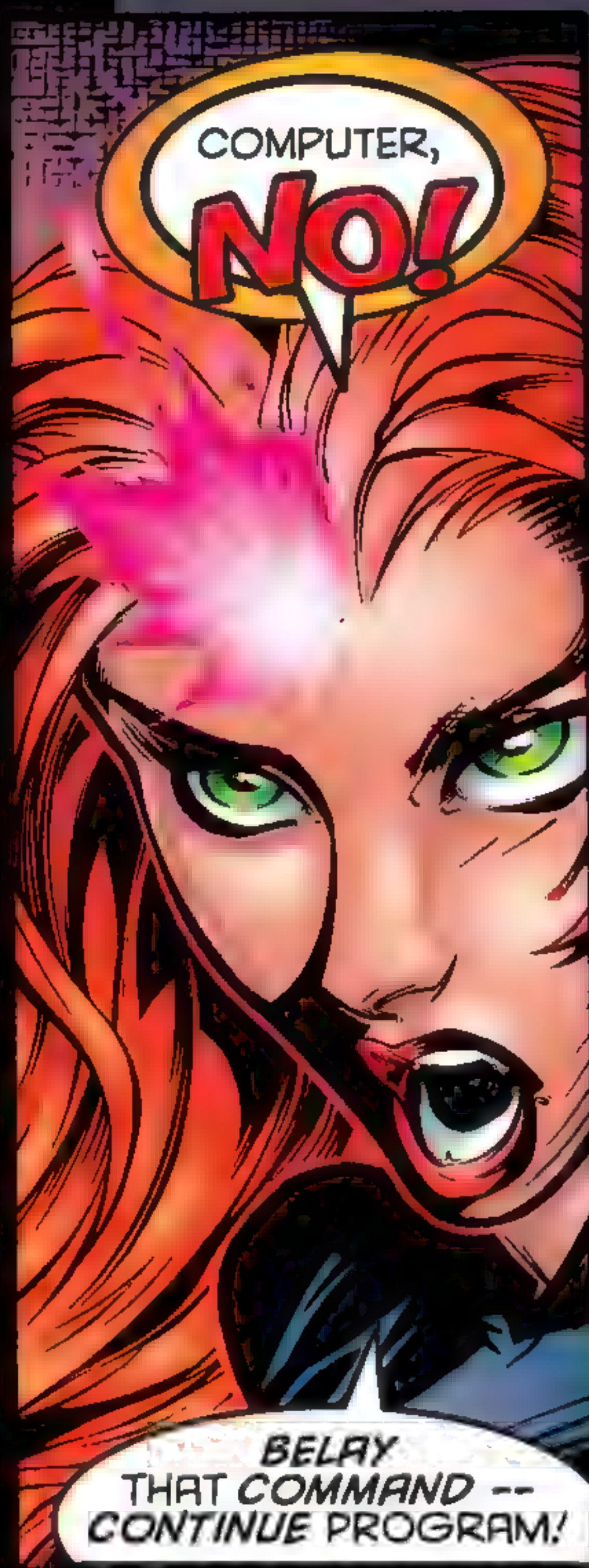
**I
DIDN'T EVEN
SEE IT...**



... JEAN?!

**SCOTT.
WE
HAVE TO
TALK.**

**COMPUTER,
END PROGRAM!**



COMPUTER,

NO!

BELAY
THAT COMMAND --
CONTINUE PROGRAM!



JEAN,
WHAT'S GOING
ON? I KNOW YOUR
TELEKINETICS
CAN PROTECT
US...

... BUT
WHY TALK
HERE? WHAT
HAPPENED
TO YOU?

I
SAW HIM,
SCOTT.



HIM..?

ONSLAUGHT?

HE
SPOKE TO
ME, SCOTT.
HE... WANTED
ME TO JOIN
HIM.

SEE X-MEN #53, STILL ON
SALE IF YOU'RE LUCKY! - Bob!



JOIN
HIM...
HOW?

HE...
DIDN'T
SAY.

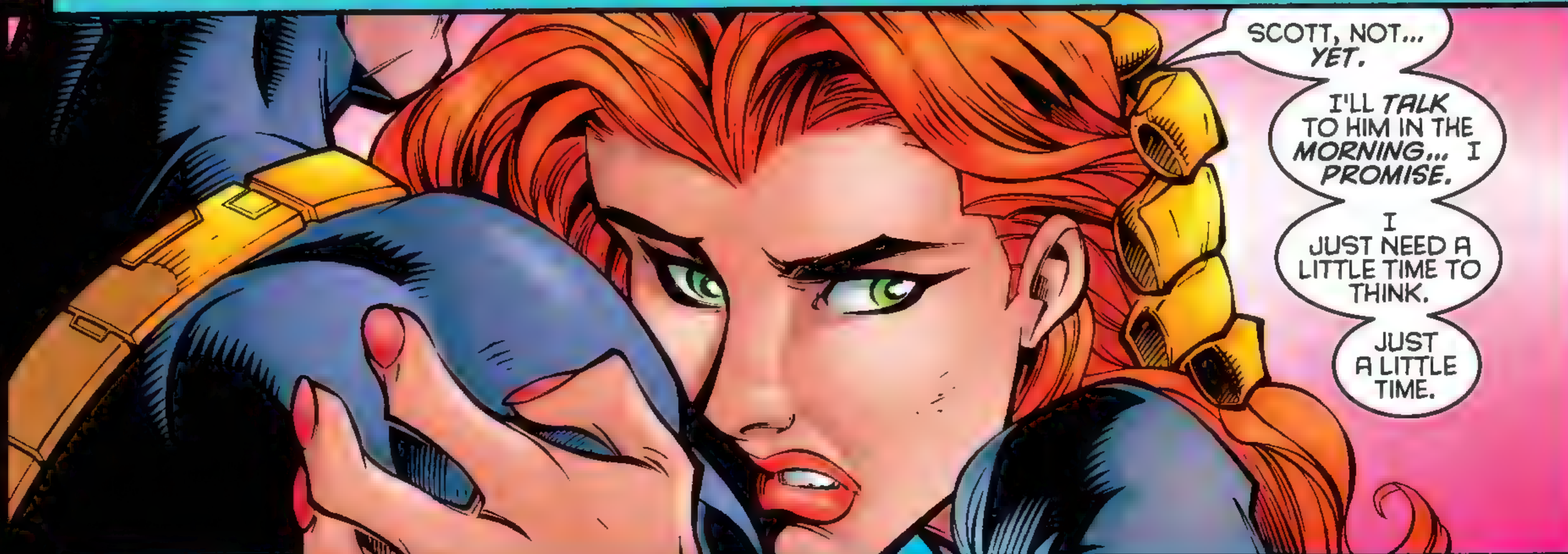
THAT IS,
I DON'T...
THINK... HE
SAID.

THE WHOLE
CONVERSATION
TOOK PLACE
ON THE PSIONIC
PLANE.

WITH
EVERY MOMENT
THAT PASSES...
I REMEMBER
LESS AND
LESS.

THEN
WE NEED TO
GET YOU TO THE
PROFESSOR SO
HE CAN --

NO!



SCOTT, NOT...
YET.

I'LL TALK
TO HIM IN THE
MORNING... I
PROMISE.

I
JUST NEED A
LITTLE TIME TO
THINK.

JUST
A LITTLE
TIME.



OVER HALF A CONTINENT AWAY, IN THE COLORADO HOME OF WARREN WORTHINGTON III.

THE MUTANT KNOWN AS ARCHANGEL HAS TAKEN TEMPORARY LEAVE FROM THE X-MEN --

-- FOR THE STATED REASON OF ATTENDING TO THE RECOVERING PSYLOCKE.

BUT AS HE FEELS A FAMILIAR FIRE RAGING IN HIS GUT -- AS HIS COLD TECHNO-ORGANIC WINGS NUMB HIS BACK AND SHOULDERS...

... HE HAS TO ADMIT HIS OWN INJURIES MIGHT BE FAR MORE GRIEVOUS.

WARREN.



IT SEEMS AS IF WE'RE HAVING A **SIMILAR** PROBLEM IN OUR EFFORTS TO **CONTACT** THE PROFESSOR --

-- AND WARN HIM OF JUGGERNAUT'S IMMINENT ARRIVAL.ⓧ

YOU HAVEN'T HAD ANY LUCK CONTACTING HIM TELEPATHICALLY, BETTS?

ⓧ SEE X-MEN #54
-- Bob.



NO. BUT THAT MIGHT BE DUE TO WHATEVER HAPPENED TO ME WHEN I WAS **EXPOSED** TO THE **CRIMSON DAWN**.ⓧ

UNCANNY X-MEN
#330 -- Bob.



I DON'T THINK SO. LOOK AT THE SCREEN... **COMPLETELY BLANK.**

AT THE VERY **LEAST** WE SHOULD HAVE BEEN **RE-ROUTED** THROUGH THE **ON-SITE CEREBRO PLATFORM.**

THEN **SOMETHING'S WRONG.**



YES. SOMETHING'S **DEFINITELY WRONG.**

WHAT DO YOU SAY, **PSYLOCKE?**

UP FOR A TRIP TO **WESTCHESTER?**

PROFESSOR
XAVIER'S
STUDY.

SAM GUTHRIE --
THE YOUNGEST
X-MAN, ALSO
KNOWN AS
CANNONBALL.

AND PROFESSOR
CHARLES XAVIER
HIMSELF.

AFTER
MAKIN' SUCH
A MESS BY NOT
BEIN' ABLE TO HELP
WOLVERINE, SIR, AH'M
JUST THINKIN' THAT
MAYBE AH DON'T
BELONG IN THE
X-MEN.

NOT
THAT IT AIN'T
ALWAYS BEEN MAH
DREAM. BUT WHEN
AH WAS WITH X-FORCE,
AH ALWAYS
FELT AH MADE A
DIFFERENCE.

HERE,
IT FEELS LIKE
MAYBE AH'M
JUST HOLDIN'
EVERYONE
BACK.

THEN
LEAVE.

SEE THE SEMI-CLASSIC
WOLVERINE #100 - Bob

Uh...
PARDON?

DO
YOU HAVE
ANY IDEA OF
THE DEGREE OF
PROBLEMS WE
FACE ON A
DAILY BASIS,
SAM?

THE SENTINELS.
EVIL MUTANTS.
RAGING PACKS
OF PARANOID
HUMANS. THE
LEGACY
VIRUS!

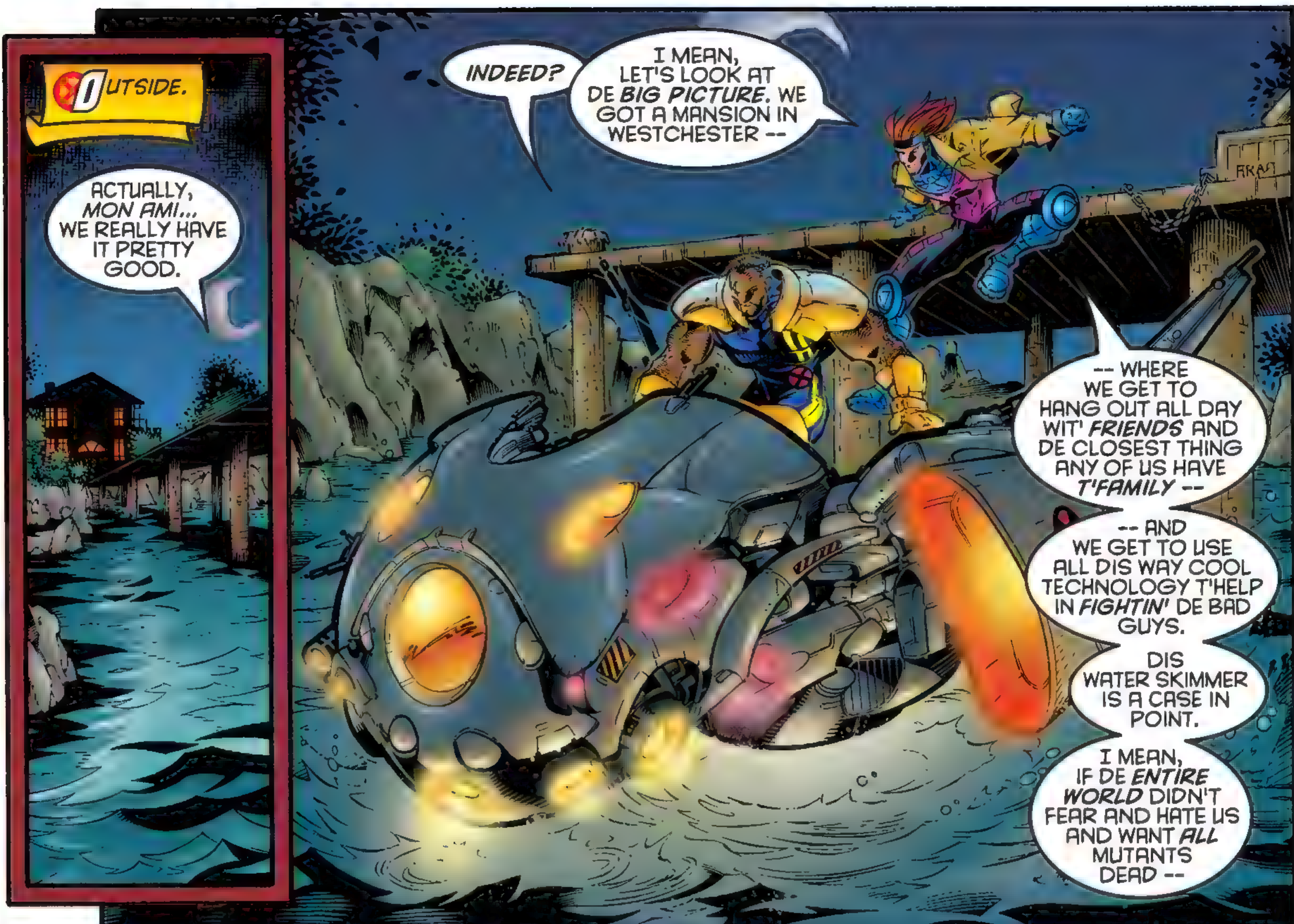
THERE
ARE YOUNG
MUTANTS BEING
BEATEN TO DEATH
PRACTICALLY
ON OUR VERY
DOORSTEP...!

ARE
YOU THAT
SELF-IMPORTANT
THAT, WITH EVERY-
THING ELSE I
HAVE ON MY
MIND --

-- I'M
SUPPOSED TO BE
CONCERNED WITH YOUR
PROBABLY JUSTIFIABLE
FEELINGS OF
INADEQUACY?!

SIR,
AH NEVER
THOUGHT...





ACTUALLY,
MON AMI,...
WE REALLY HAVE
IT PRETTY
GOOD.

INDEED?

I MEAN,
LET'S LOOK AT
DE **BIG PICTURE**. WE
GOT A MANSION IN
WESTCHESTER --

-- WHERE
WE GET TO
HANG OUT ALL DAY
WIT' **FRIENDS** AND
DE CLOSEST THING
ANY OF US HAVE
T'**FAMILY** --

-- AND
WE GET TO USE
ALL DIS WAY COOL
TECHNOLOGY T'**HELP**
IN **FIGHTIN'** DE BAD
GUYS.

DIS
WATER SKIMMER
IS A CASE IN
POINT.

I MEAN,
IF DE **ENTIRE**
WORLD DIDN'T
FEAR AND HATE US
AND WANT **ALL**
MUTANTS
DEAD --

-- WE'D BE
HAVING THE
TIME OF OUR
LIVES.

BUT THEY
DO.

AND
WE **AREN'T**.

DETAILS.

ANY
READINGS
YET?

ACCORDING
TO THE **SCANNER** --
IF ANYTHING IS
DOWN THERE, IT IS
CATEGORICALLY
NOT A
MUTANT.

MAYBE
YOUR OPTIMISM IS
WELL-FOUNDED, REMY.

MON
DIEU!

WHAT
IS IT,
GAMBIT?

IT'S...

THE
WORD YER
LOOKIN' FOR
IS...

...JUGGERNAUT!

THE MUTANT CALLED BISHOP
POSSESSES THE GENETIC
ABILITY TO ABSORB AND
RECHANNEL ANY FORM OF
ENERGY.

WHEN HE'S
CONSCIOUS.

WHICH HE
IS NOT.

AT THIS
MOMENT.

GAMBIT HAS THE POWER TO KINETICALLY
CHARGE INANIMATE OBJECTS...

I
DON'T BELIEVE
WE EVER MET,
MARKO.
DE
NAME IS
GAMBIT!

... AND RELEASE THAT
ENERGY UPON IMPACT!

TZAH

TZAH

THAT
NAME IS
ALMOST AS
DUMB AS YER
ACCENT...

... HOW
'BOUT IF I
JUST CALL
YA...

SNAP

... "LOSER!"

SPLISH

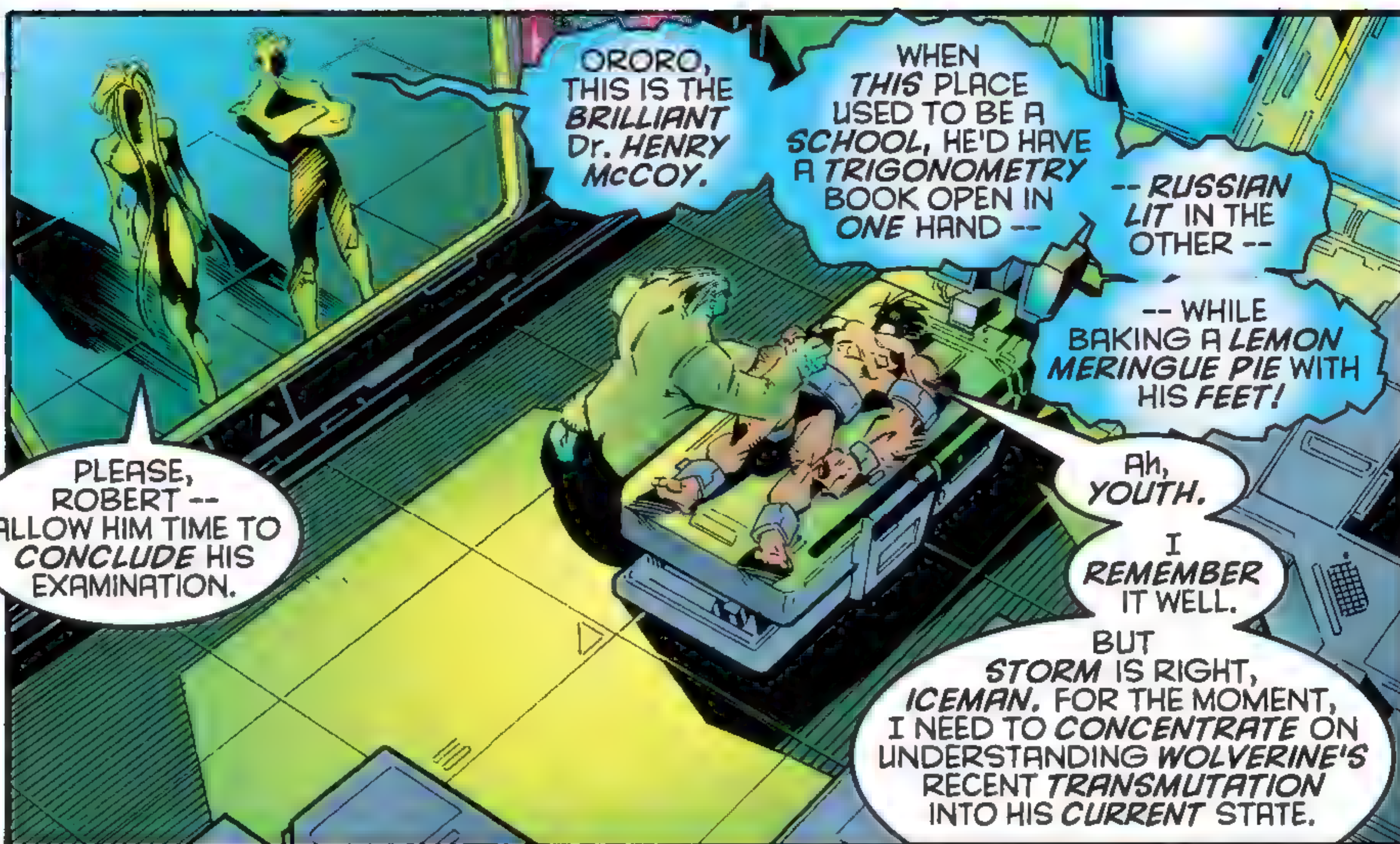
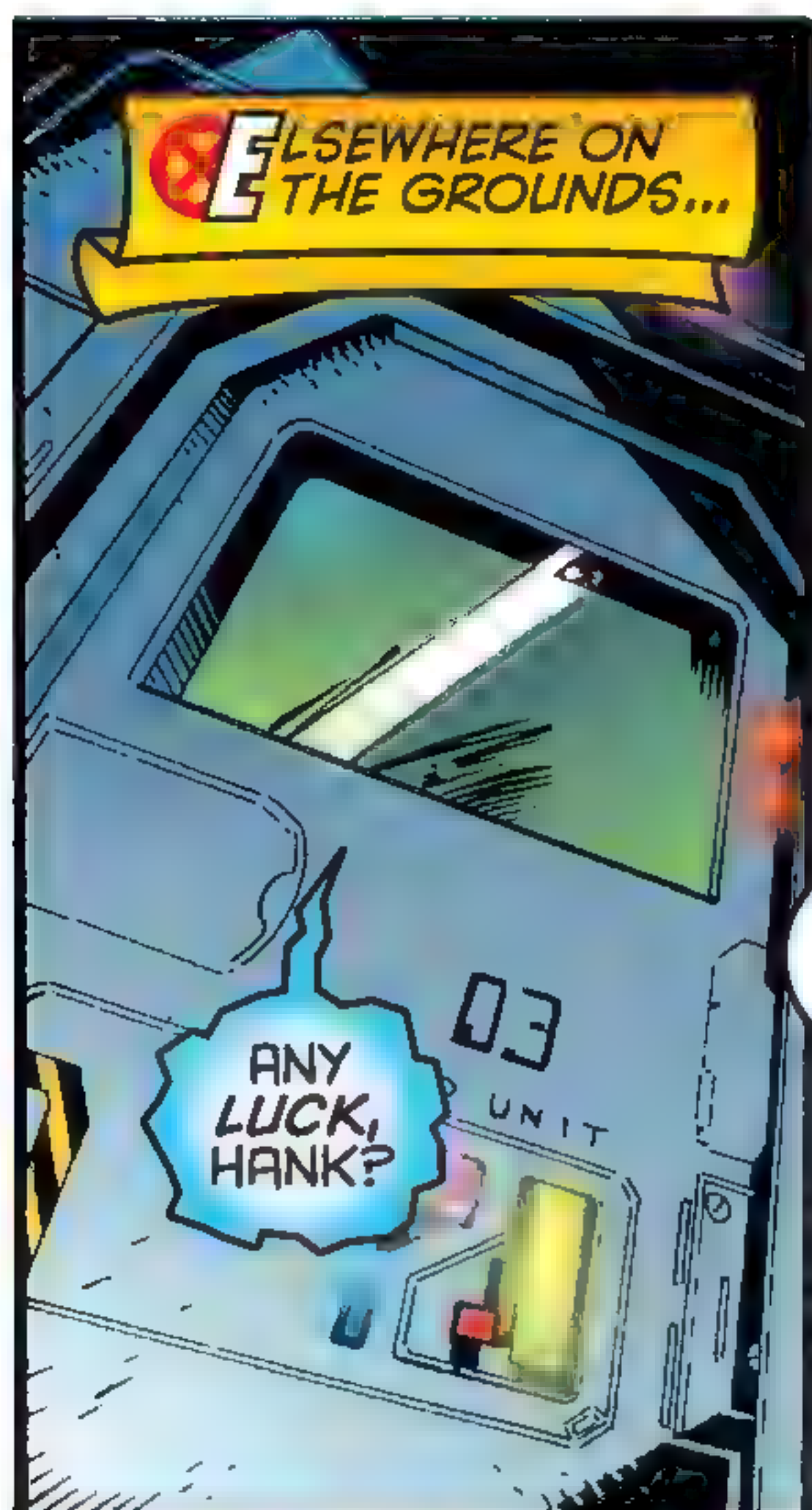
SPLOSH

SPLOOSH

IS
IT ME...

... OR
DO THEY NOT
MAKE X-MEN LIKE
THEY USED
TO?

LET'S
HOPE THE REST
O' THE TEAM AIN'T A
BUNCH O' PANTYWAISTS
LIKE THESE TWO, OR
THERE AIN'T NO WAY
THEY'RE GONNA BE
MUCH HELP AGAINST
ONSLAUGHT.





WHICH
ISN'T TO
SAY THAT WITH
A FEW MORE
TESTS, WE
CAN --

UPL
SOMEHOW THE
RESTRAINTS
HAVE COME
LOSE!

DON'T
SWEAT IT,
BEAST... IT AIN'T
LIKE I'M SOME
MINDLESS
ANIMALS!

I'M
NOT WITHOUT
MY OWN...
RESOURCES.

SHAK!

SEE RECENT ISSUES OF **WOLVERINE**
FOR MORE ON HIS RELATIONSHIP
WITH THE MYSTERIOUS WOMAN
CALLED **ELEKTRA** - Bob!



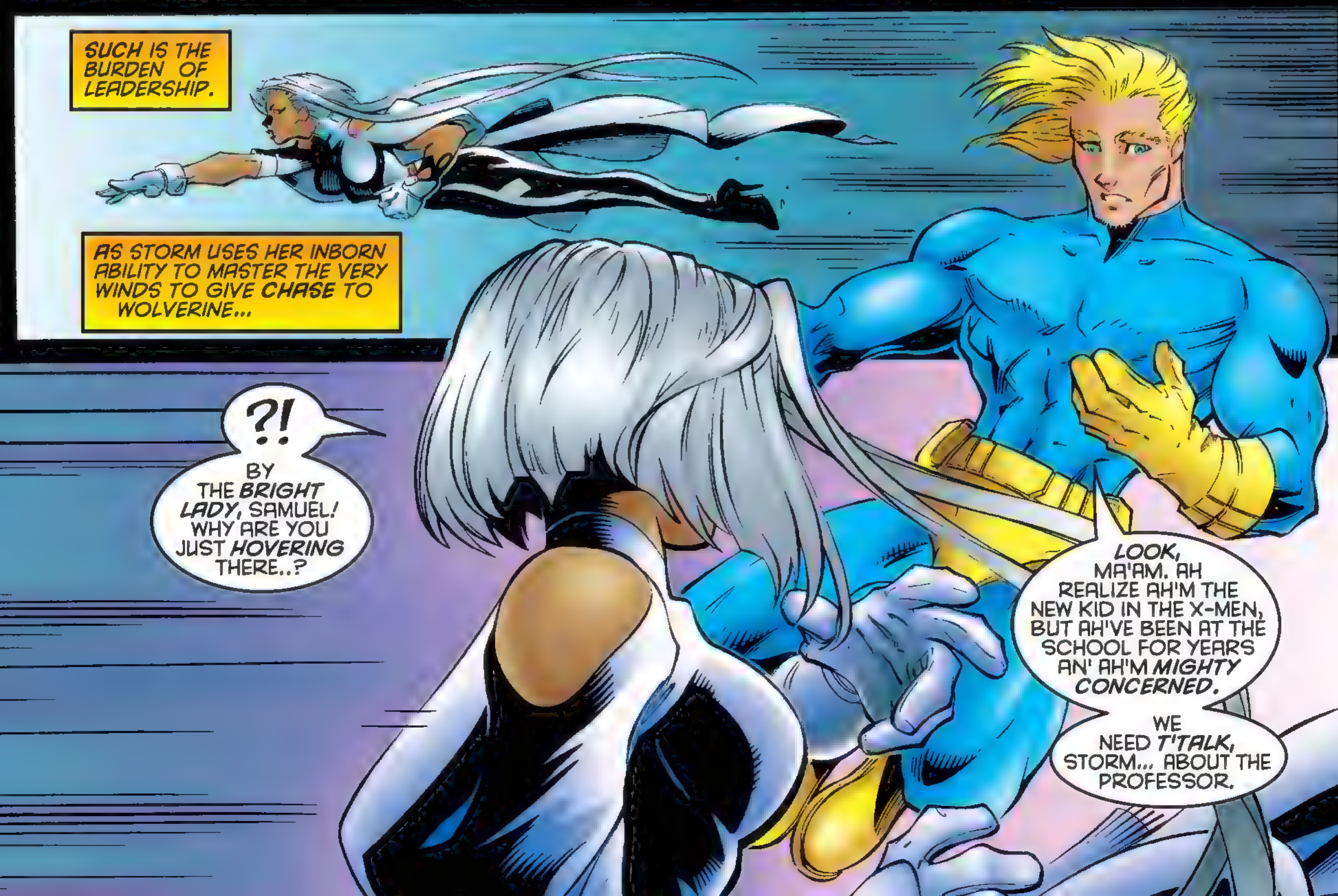
LOGAN?!

I
SHOULD LET
HIM GO AND GIVE
HIM TIME TO
THINK.

GODDESS
KNOWS I HAVE
HAD MY OWN
PROBLEMS OF
LATE --

-- AND I
HAVE CHOSEN
TO DEAL WITH
THEM IN MY OWN
WAY.

SEE THE **STORM** LIMITED SERIES
BEFORE IT SELLS OUT! - Bob again.



SUCH IS THE
BURDEN OF
LEADERSHIP.

AS STORM USES HER INBORN
ABILITY TO MASTER THE VERY
WINDS TO GIVE CHASE TO
WOLVERINE...

?!
BY
THE BRIGHT
LADY, SAMUEL!
WHY ARE YOU
JUST HOVERING
THERE..?

LOOK,
MA'AM. AH
REALIZE AH'M THE
NEW KID IN THE X-MEN,
BUT AH'VE BEEN AT THE
SCHOOL FOR YEARS
AN' AH'M MIGHTY
CONCERNED.

WE
NEED T'TALK,
STORM... ABOUT THE
PROFESSOR.



NEW HAMPSHIRE.

THE ROAR OF THE APPLAUSE IS DEAFENING.

IN MANY WAYS, THE LOVE THAT A DISENFRANCHISED COUNTRY FEELS FOR PRESIDENTIAL CANDIDATE GRAYDON CREED...

... IS AS PASSIONATE AS THEIR GROWING HATRED OF THE MUTANT POPULACE IN THEIR MIDST.

I WONDER WHAT THEY WOULD SAY IF THEY KNEW THEIR "FAVORITE SON" --

-- WAS THE HUMAN CHILD OF THE NOTORIOUS MUTANTS MYSTIQUE AND SABRETOOTH?



YOU'RE AN IDIOT.

WHAT ARE YOU DOING HERE...



... BASTION?

I HAVE A PLAN, CREED.

A PLAN THAT IS MUCH MORE IMPORTANT THAN YOUR PATHETIC GRASP FOR MEGALOMANIA.

YOUR "HANDLING" OF SENATOR KELLY'S "INDISCRETIONS" CLASSIFIES AS A TOTAL DISASTER. ☹

CONSIDER YOURSELF FORTUNATE THAT HE LIVED.

DON'T THINK YOU CAN COME IN HERE AND TALK TO ME LIKE I'M SOME... SOME PETULANT CHILD!

IN THE GRANDER SCHEME OF THINGS, GRAYDON, YOU'RE MUCH LESS THAN THAT.

LET'S NOT HAVE THIS CONVERSATION AGAIN.



SEE LAST ISSUE
- Bob.

THE LAKE HOUSE.

HOME
AT LAST.

SO
WHY DON'T I
FEEL...

KLIIH

... SAFE?

YOU
KNOW WHY,
JEAN. BECAUSE
YOU CAN'T *REMEMBER*
MUCH OF THAT
ENCOUNTER WITH
ONSLAUGHT.

IT'S
AS IF HE
WERE *TOYING*
WITH ME.

THE
ONLY THING I
KNOW FOR SURE
IS THAT HE IS
A *PSI* OF THE
HIGHEST
ORDER.

ALL
THE MORE
REASON I SHOULD
CONFIDE IN THE
PROFESSOR.
BUT --

**TH
B
U
M
P**

A NOISE...
OUT ON THE
PORCH?

**GAMBIT?!
BISHOP?!**

A
QUICK *PSI*-
SCAN INDICATES
THEY'RE OKAY,
BUT --

I
COULDA
KILLED
'EM.
YOU
KNOW
THAT.



SO,
SEEIN' AS I ACTED
ON YER BASIC "GOOD
FAITH" AND ALL, **MARVEL
GIRL** -- WHY DON'T WE
JUST SKIP THE PART
WHERE I **BUST** YA
UP...

... AND
YOU AGREE TO
USE YER **FANCY
SCHMANCY HEAD
POWERS** TO
GIVE ME A
HAND?

"GOOD
FAITH",
MARKO..?!

PLEASE,
I **BARELY** HURT
'EM.

I'M
TELLING YA,
I'M A **CHANGED
MAN**.



I'VE
GONE THROUGH
A FEW **CHANGES**
MYSELF.

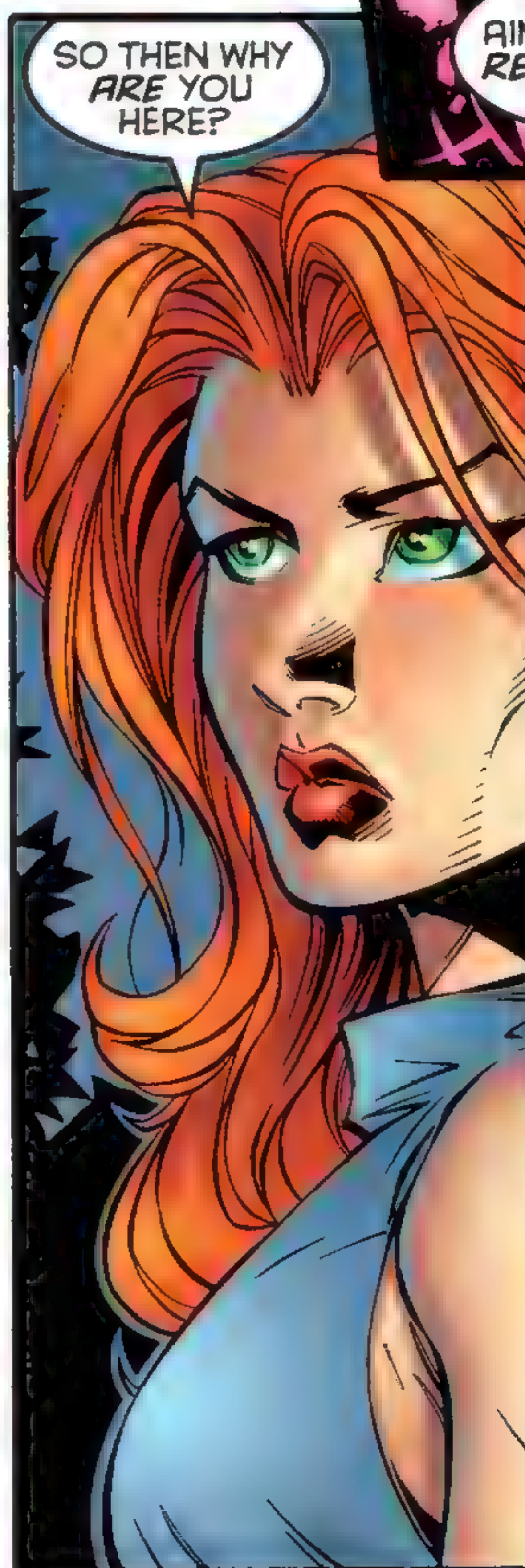
I'M
CALLED **PHOENIX**
AGAIN... AND I
HAVE MORE THAN
ENOUGH POWER TO
HOLD YOU **UNTIL**
THE OTHERS
ARRIVE!

MAYBE.

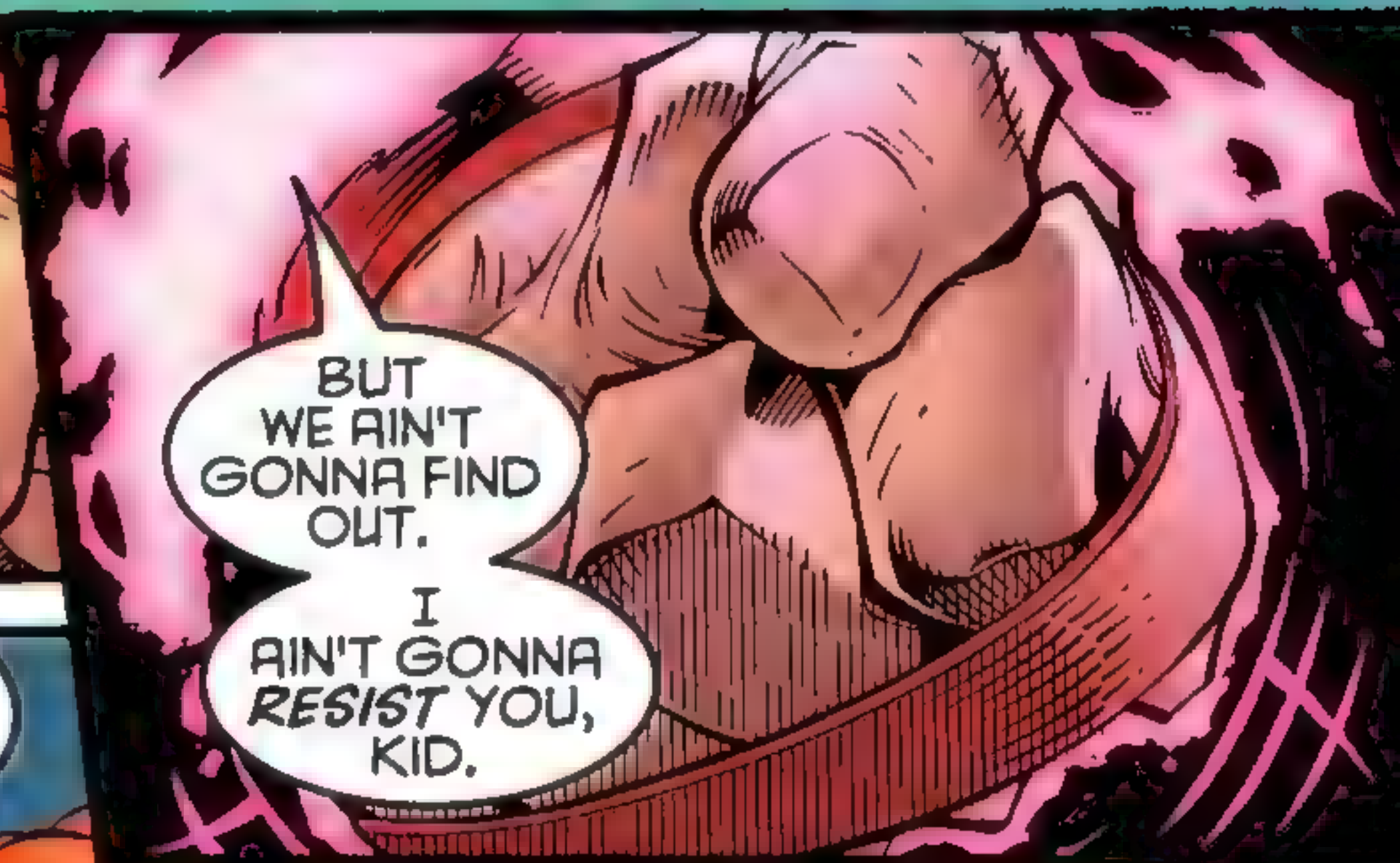


HE'S
TELLING THE
TRUTH... HE'S
NOT PUTTING UP
ANY STRUGGLE
WHATSOEVER.

IT'S
LIKE I WAS
SAYING... I
AIN'T HERE TO **BREAK**
UP THE FURNITURE
AND **TEAR** UP
THE FRONT
LAWN.



SO THEN WHY
ARE YOU
HERE?



BUT
WE AIN'T
GONNA FIND
OUT.

I
AIN'T GONNA
RESIST YOU,
KID.



I... NEED
HHHH...

... HHHH...

... H...

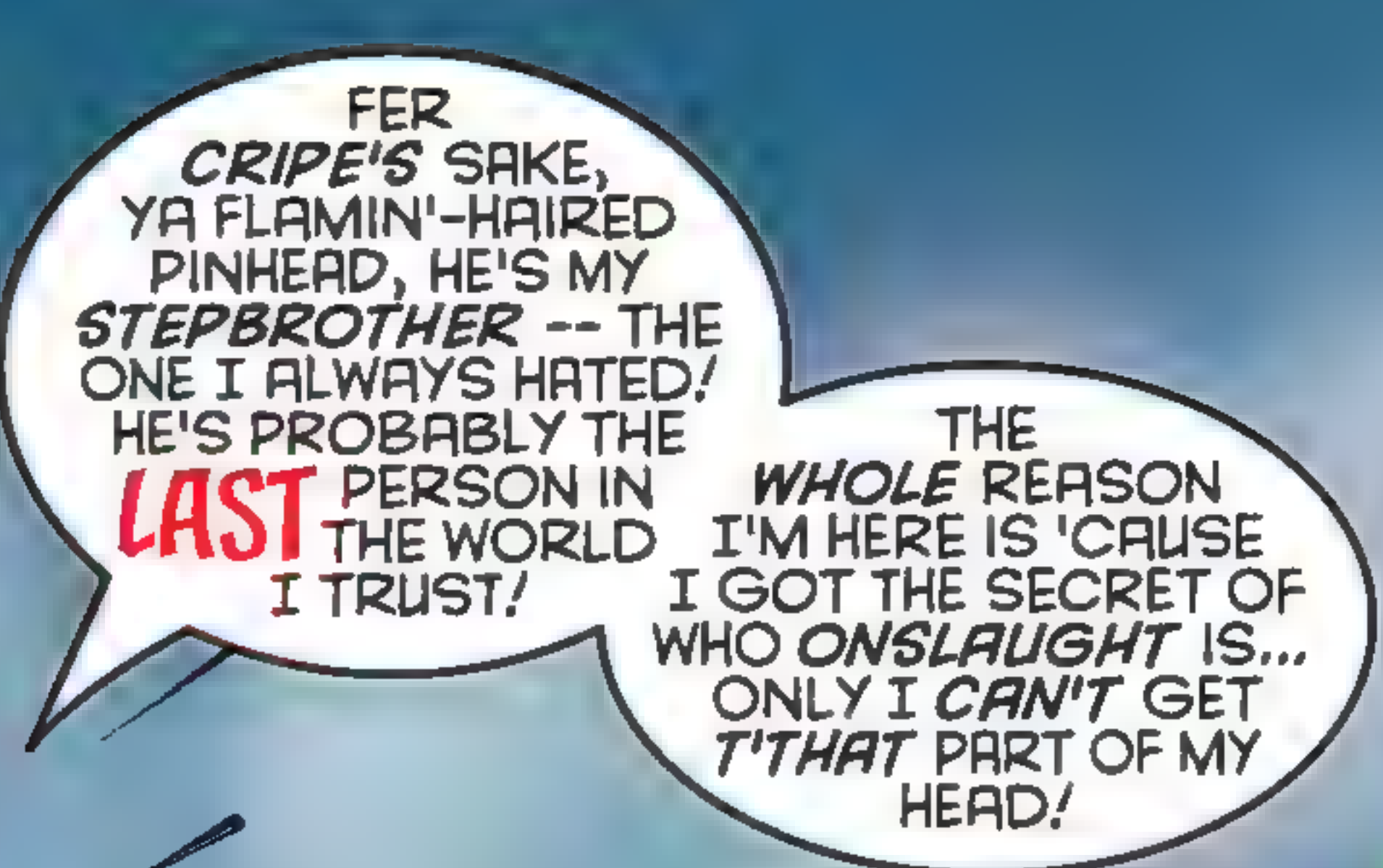
I'M
HERE TO
HELP.



ACTUALLY, WE WERE DOING *FINE* BEFORE YOU SHOWED UP.

BUT IF YOU THINK YOU HAVE SOMETHING TO *OFFER*, FINE.

COME WITH ME TO THE PROFESSOR AND --



FER *CRIFE'S* SAKE, YA FLAMIN'-HAired PINHEAD, HE'S MY **STEPBROTHER** -- THE ONE I ALWAYS HATED! HE'S PROBABLY THE **LAST** PERSON IN THE WORLD I TRUST!

THE **WHOLE** REASON I'M HERE IS 'CAUSE I GOT THE SECRET OF WHO **ONSLAUGHT** IS... ONLY I *CAN'T* GET *T' THAT* PART OF MY HEAD!



ONSLAUGHT?

TELL ME, *CAIN*... WHY AM I SUPPOSED TO BELIEVE YOU TRUST *ME* ANY MORE THAN THE PROFESSOR?



YOU KNOW THIS HELMET IS THE ONLY THING THAT PROTECTS ME FROM YOUR POWER?

YES.



SO WHAT DOES THIS *TELL* YOU?



KEEP BELOW THE INSTITUTE, HIDDEN FROM ALL EYES, LIES XAVIER'S "WAR ROOM".

NATE GREY.

THE ENIGMATIC "X-MAN".

THE ONLY MUTANT MIND TO EVER TRANSPORT MY TELEPATHIC ESSENCE FROM THE ASTRAL PLANE.

YOU HAVE MY ETERNAL GRATITUDE, BOY.

WHAT I AM ABOUT TO DO...

... I COULDN'T HAVE DONE WITHOUT YOU.

SEE X-MAN #10 FOR THAT PIVOTAL BATTLE. - Bob



PING



ENTER... CYCLOPS.



PROFESSOR.

YOU WANTED TO SEE ME?

THERE ARE MANY THINGS I WANTED FROM YOU OVER THE YEARS, SCOTT.

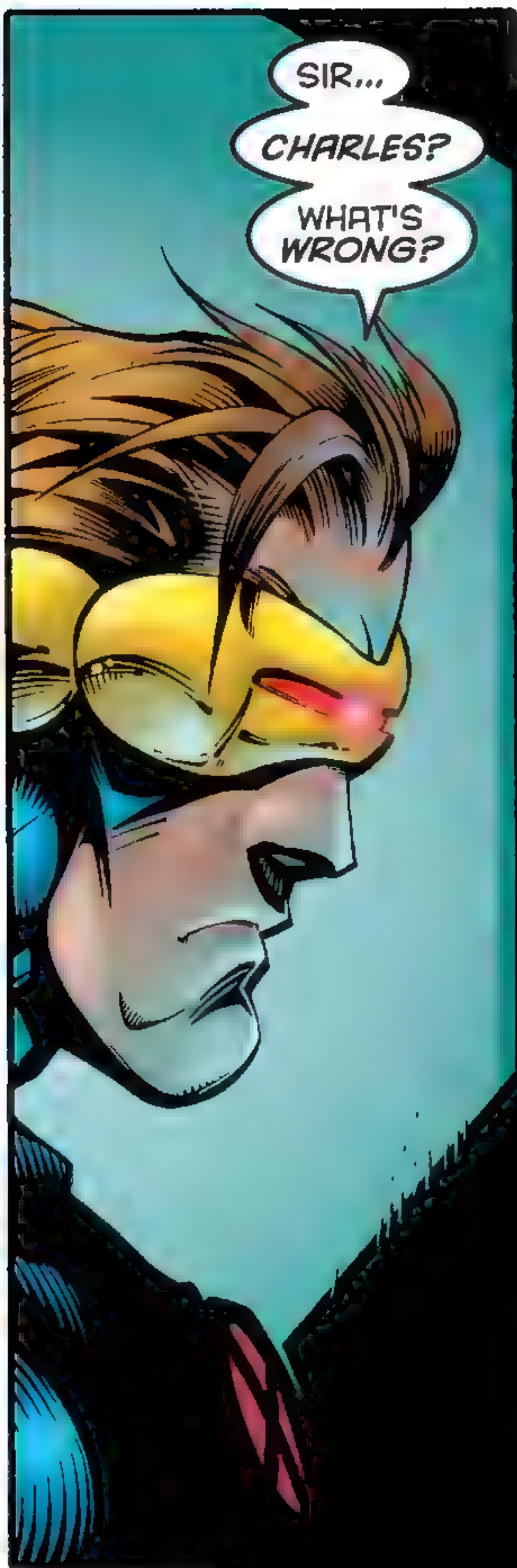


BUT IN THE FINAL ANALYSIS, I THINK IT'S SAFE TO SAY YOU'VE BEEN A TREMENDOUS DISAPPOINTMENT.

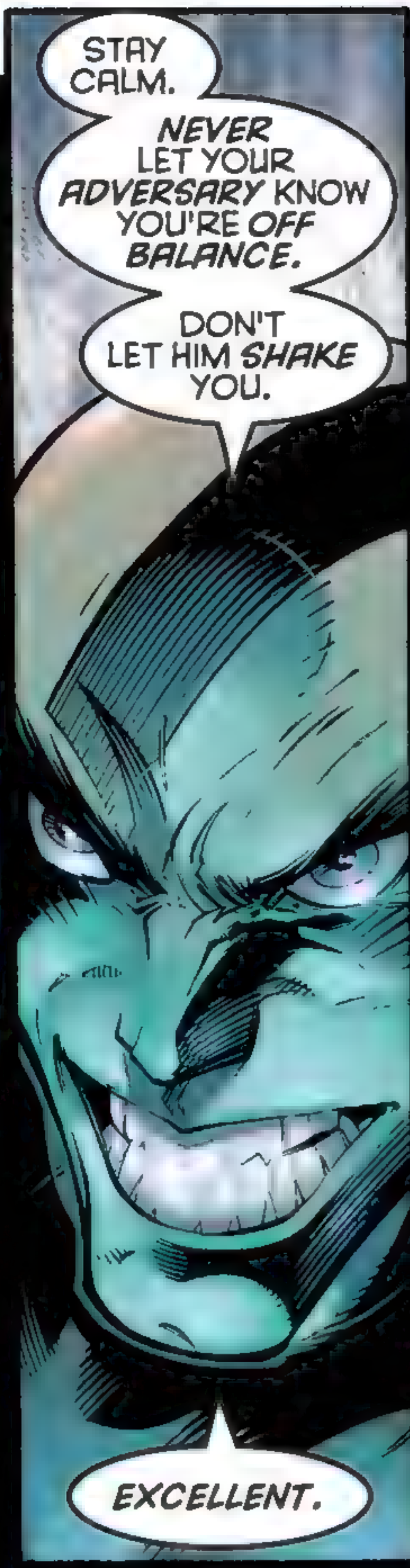
AS A LEADER. AS A SURROGATE SON.

AS A FRIEND.

WOULDN'T YOU AGREE?



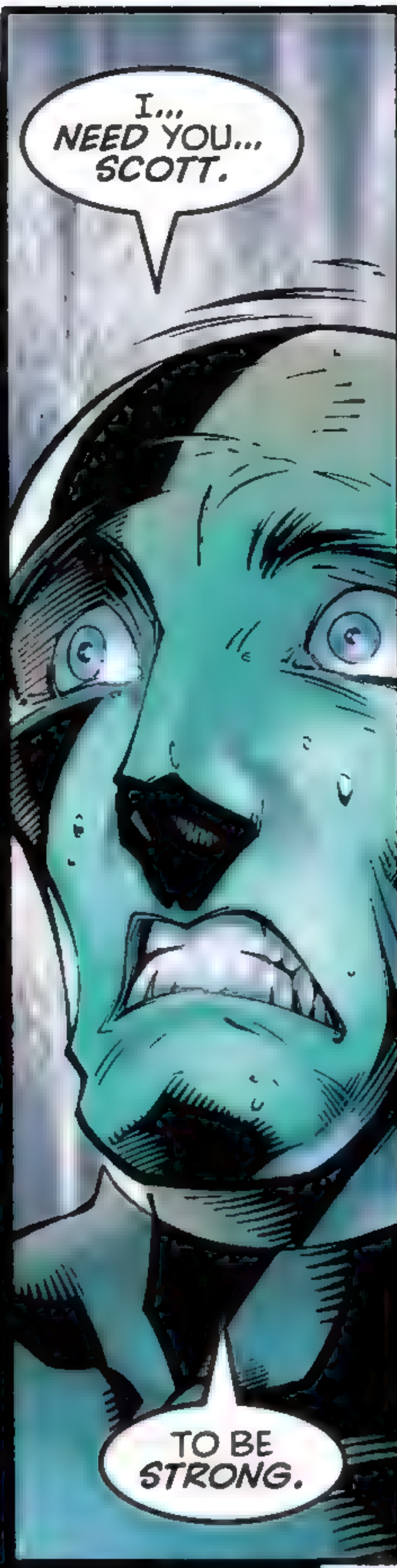
SIR...
CHARLES?
WHAT'S
WRONG?



STAY
CALM.
NEVER
LET YOUR
ADVERSARY KNOW
YOU'RE OFF
BALANCE.

DON'T
LET HIM SHAKE
YOU.

EXCELLENT.



I...
NEED YOU...
SCOTT.

TO BE
STRONG.

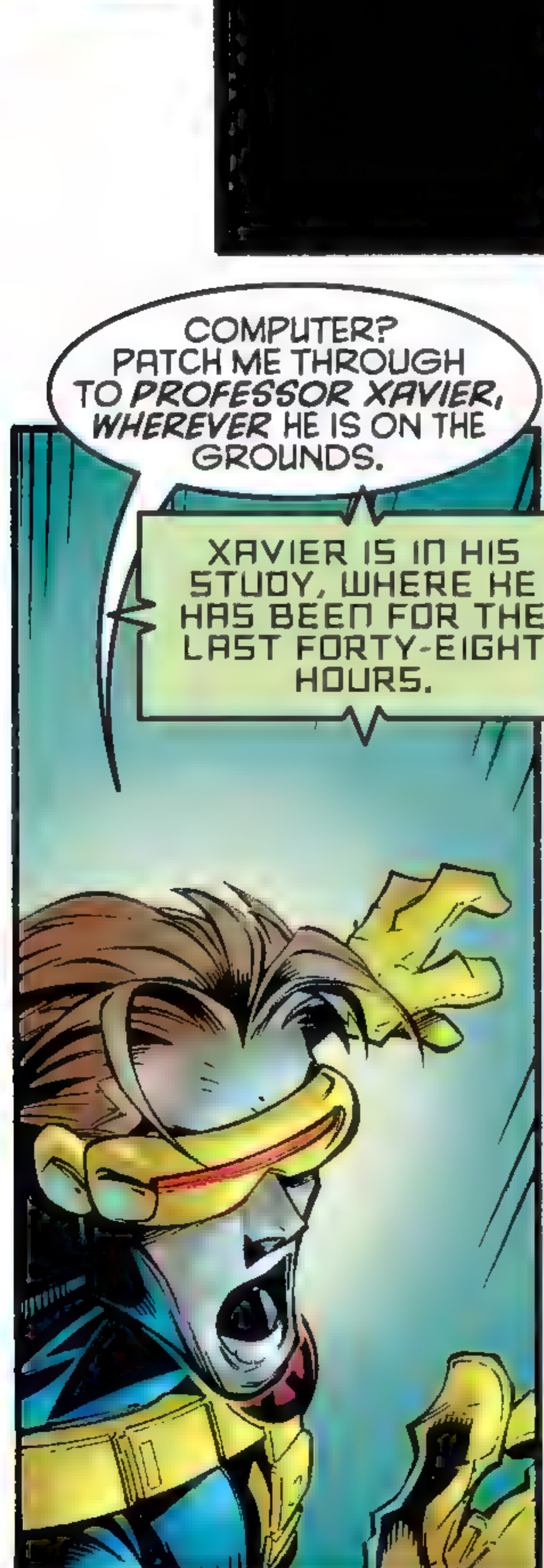


FOR
ME. FOR
ALL OF
US.

NOW...
MORE THAN
EVER.

PROFESSOR?!

A
TELEPATHIC
PROJECTION?!
BUT --?!



COMPUTER?
PATCH ME THROUGH
TO PROFESSOR XAVIER,
WHEREVER HE IS ON THE
GROUNDS.

XAVIER IS IN HIS
STUDY, WHERE HE
HAS BEEN FOR THE
LAST FORTY-EIGHT
HOURS.



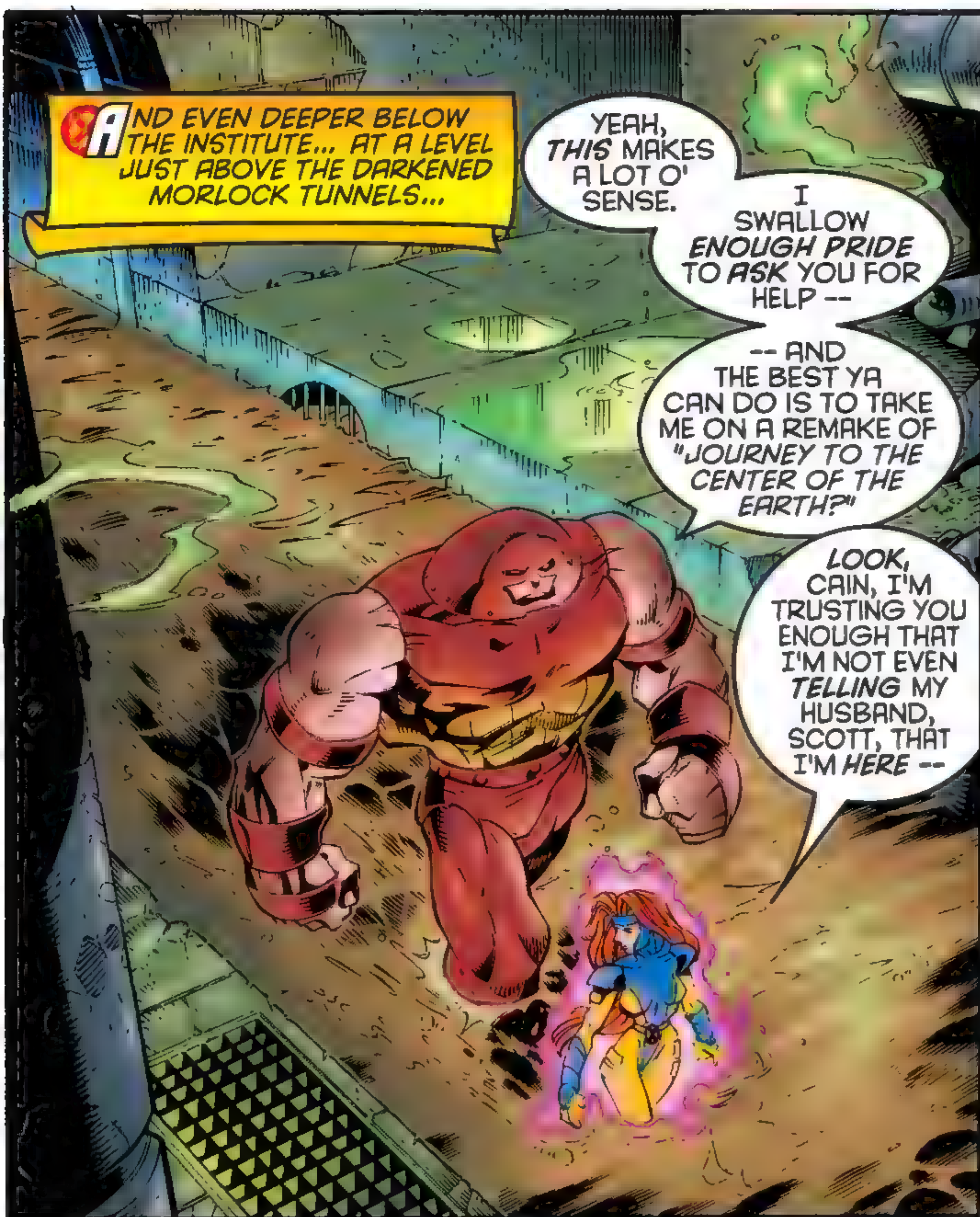
COMMLINK
IS OPEN:

RELAX,
CYCLOPS.

CONSIDER
THIS A TEST...
FROM A FORMER
INSTRUCTOR TO
HIS FAVORITE
STUDENT.

AS
ALWAYS,
SCOTT, BE
PREPARED.

FOR
ANYTHING.



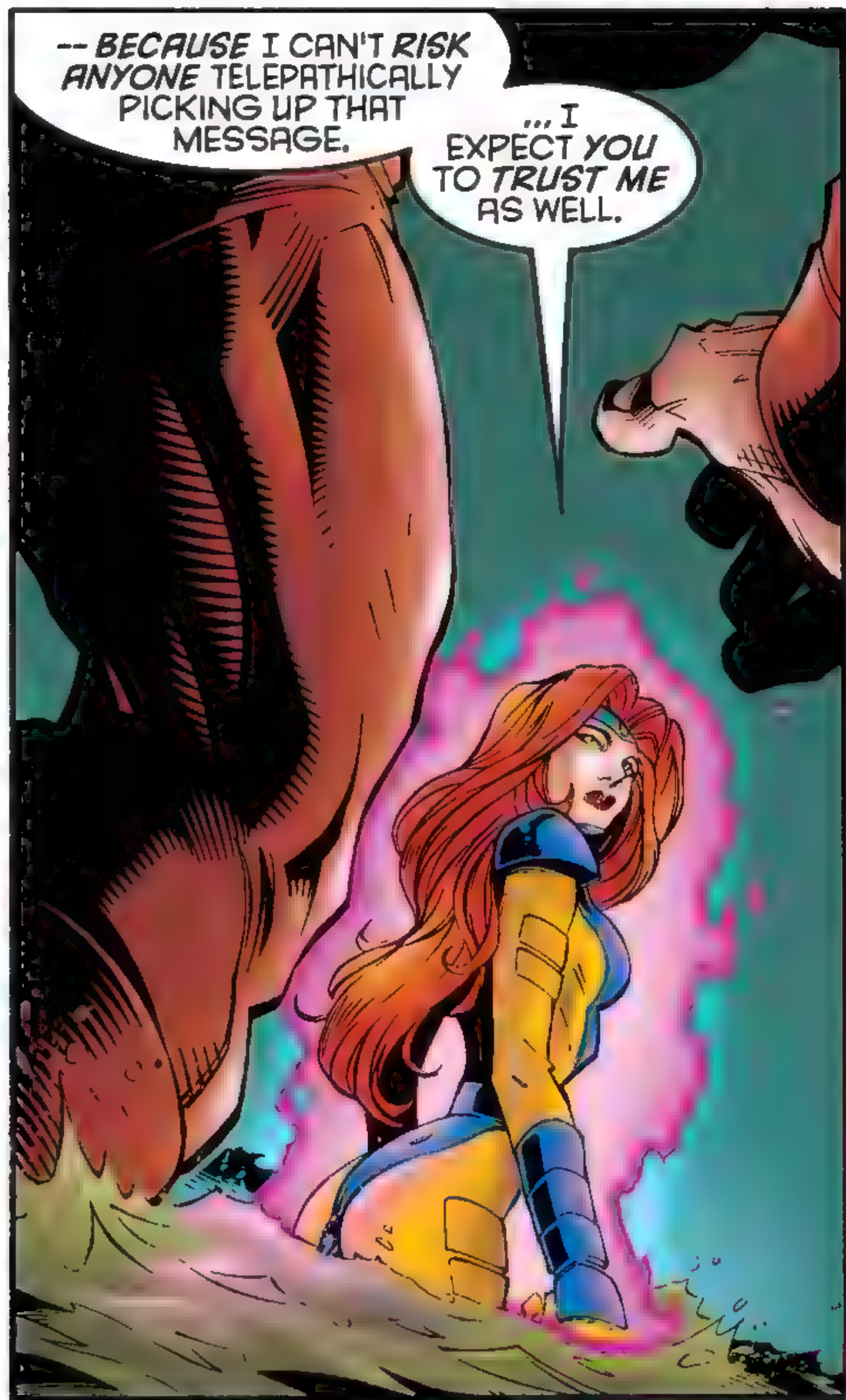
AND EVEN DEEPER BELOW THE INSTITUTE... AT A LEVEL JUST ABOVE THE DARKENED MORLOCK TUNNELS...

YEAH, THIS MAKES A LOT O' SENSE.

I SWALLOW ENOUGH PRIDE TO ASK YOU FOR HELP --

-- AND THE BEST YA CAN DO IS TO TAKE ME ON A REMAKE OF "JOURNEY TO THE CENTER OF THE EARTH?"

LOOK, CAIN, I'M TRUSTING YOU ENOUGH THAT I'M NOT EVEN TELLING MY HUSBAND, SCOTT, THAT I'M HERE --

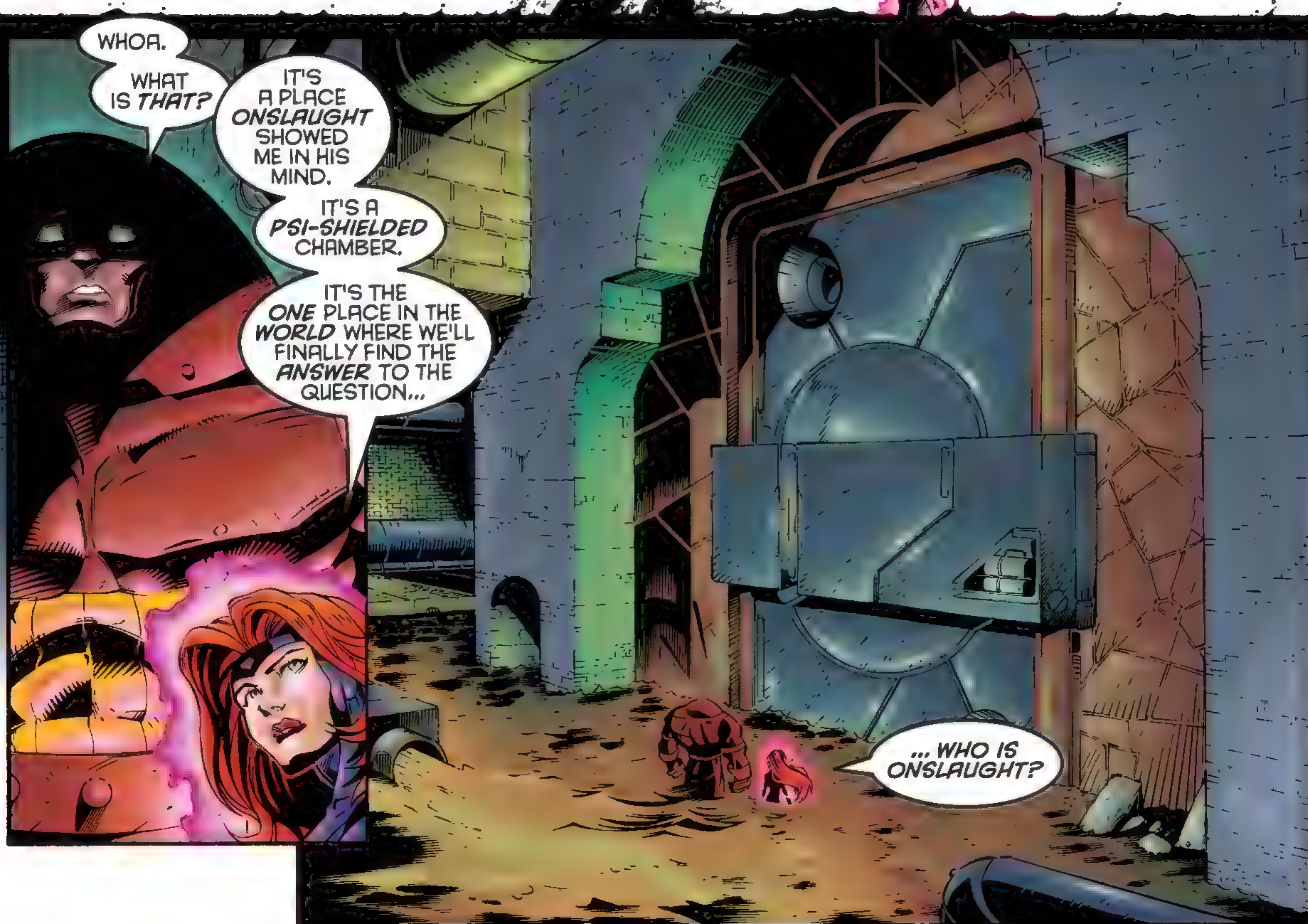


-- BECAUSE I CAN'T RISK ANYONE TELEPATHICALLY PICKING UP THAT MESSAGE.

... I EXPECT YOU TO TRUST ME AS WELL.

I... DO.

DON'T ASK ME WHY, BUT I DO.



WHOA. WHAT IS THAT?

IT'S A PLACE ONSLAUGHT SHOWED ME IN HIS MIND.

IT'S A PSI-SHIELDED CHAMBER.

IT'S THE ONE PLACE IN THE WORLD WHERE WE'LL FINALLY FIND THE ANSWER TO THE QUESTION...

... WHO IS ONSLAUGHT?

MARVEL
COMICS

X-MEN

JULY '96 54

APPROVED
BY THE
COMICS
CODE
AUTHORITY

SPECIAL
ONSLAUGHT
UPDATE INSIDE!

THE
SECRET
REVEALED!

X-MEN[®]

XAVIER INSTITUTE FOR
HIGHER LEARNING.

SAM GUTHRIE
HAS HAD BETTER
NIGHTS.

AS THE YOUNGEST -- AND
MOST POINTLESSLY INSECURE --
OF THE X-MEN, SAM WENT TO
TEAM FOUNDER CHARLES XAVIER
EARLIER TODAY, LOOKING FOR
YET ANOTHER PEP TALK.

XAVIER'S RESULTANT
SCREED CONTAINED
MANY, MANY HARSH
WORDS.

"PEP"
WASN'T
ONE OF
THEM.

NOW SAM SITS
WATCHING...
WAITING TO
BUILD ENOUGH
COURAGE TO
TELL XAVIER OFF.

HE SHOULD BE
READY BY
THANKSGIVING.

2005.

~PSSST!~

CYCLOPS?
THAT YOU?

SAM?
WHAT ARE
YOU DOING
UP THERE?

JUST...
THINKIN'.

ABOUT?
WAIT... LET ME
GUESS.

ORORO
TOLD ME THE
PROFESSOR
PUT YOU
THROUGH ONE
OF HIS LITTLE
LECTURES.

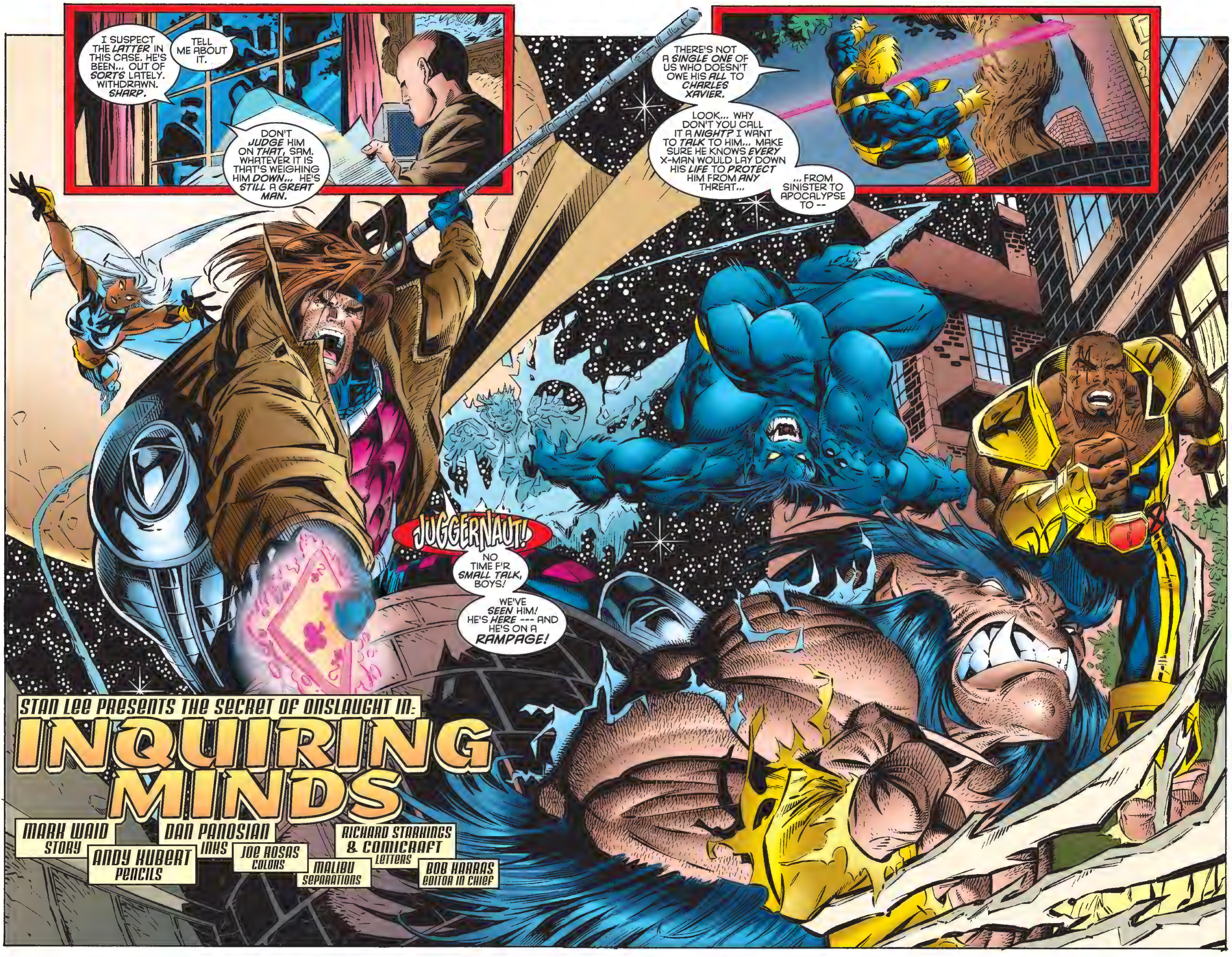
THEY
STING,
DON'T
THEY?

YOU... YOU
GOT 'EM,
TOO?

GOT
'EM... WHEN
I WAS YOUR
AGE.

THE HARD
PART WAS
FIGURING OUT
WHICH ONES I
DESERVED...

... AND
WHICH ONES I
GOT BECAUSE HE
HAD SOMETHING
BIGGER EATING
AT HIM.



I SUSPECT THE LATTER IN THIS CASE. HE'S BEEN... OUT OF SORTS LATELY. WITHDRAWN. SHARP.

TELL ME ABOUT IT.

DON'T JUDGE HIM ON THAT, SAM. WHATEVER IT IS THAT'S WEIGHING HIM DOWN... HE'S STILL A GREAT MAN.

THERE'S NOT A SINGLE ONE OF US WHO DOESN'T OWE HIS ALL TO CHARLES XAVIER.

LOOK... WHY DON'T YOU CALL IT A NIGHT? I WANT TO TALK TO HIM... MAKE SURE HE KNOWS EVERY X-MAN WOULD LAY DOWN HIS LIFE TO PROTECT HIM FROM ANY THREAT...

... FROM SINISTER TO APOCALYPSE TO --

JUGGERNAUT!

NO TIME FOR SMALL TALK, BOYS!

WE'VE SEEN HIM! HE'S HERE --- AND HE'S ON A RAMPAGE!

STAN LEE PRESENTS THE SECRET OF ONSLAUGHT IN:
INQUIRING MINDS

MARK WAID
STORY

ANDY HUBERT
PENCILS

DAN PANOSIAN
INKS

JOE ROSAS
COLORS

MALIBU
SEPARATIONS

RICHARD STARKINGS
& COMICRAFT
LETTERS

BOB HARRAS
EDITOR IN CHIEF



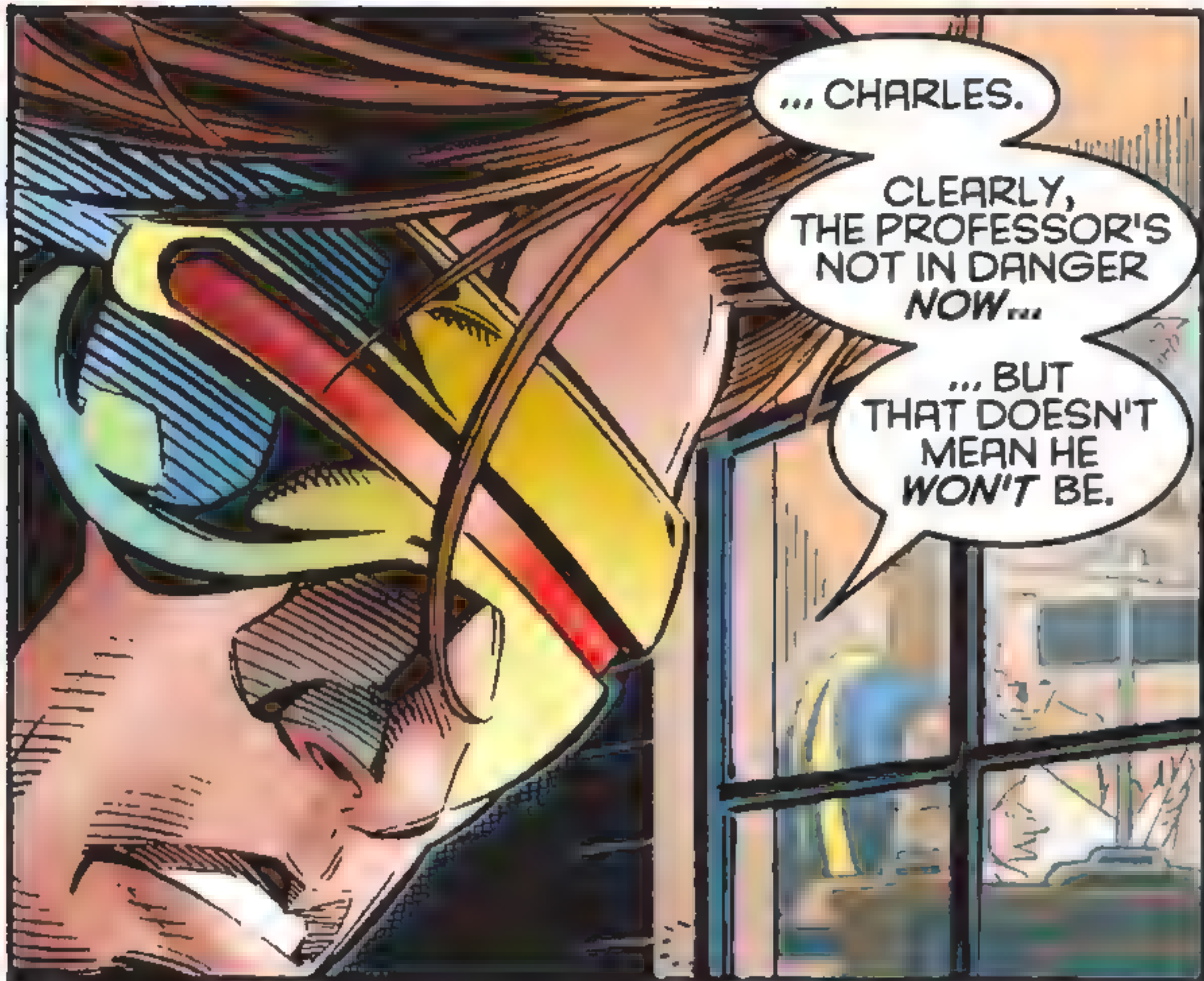
HE GOT DE DROP ON BISHOP 'N' ME, MON AMI! TOOK US OUT BUT GOOD --

-- AND WHEN WE AWOKE -- HE WAS GONE!@

UNCANNY X-MEN #334
-- Bob.

WHAT DO YOU SUPPOSE HE'S AFTER, SCOTT?

BEST GUESS? WHAT HE'S BEEN SO OFTEN AFTER, HIS STEP-BROTHER...



... CHARLES.

CLEARLY, THE PROFESSOR'S NOT IN DANGER NOW...

... BUT THAT DOESN'T MEAN HE WON'T BE.



XAVIER MUST BE PROTECTED AT ALL COSTS. WE MUST WARN HIM.

NO.

BUT --

JUST... TRUST ME. I'M WORRIED THAT THE PROFESSOR HAS TOO MUCH ON HIS MIND AS IT IS.

SINCE I DON'T HEAR WALLS COMING DOWN, IT'S SAFE TO ASSUME JUGGERNAUT ISN'T IN THE MANSION YET.

THAT PUTS HIM ON THE GROUNDS SOMEWHERE.



SPLIT UP. ICEMAN -- YOU AND BEAST CHECK OUT THE NORTH WOODS. WOLVERINE, TAKE BISHOP AND GAMBIT TO THE COVE.

STORM, YOU AND CANNONBALL COME WITH ME.

WE'LL FIND CAIN MARKO -- AND FAST.

UNLIKELY.

NOT IF NO ONE'S LOOKING DEEP BENEATH THE MANSION... FOR A MOST UNUSUAL PAIR WITH A MOST UNUSUAL BOND.

SEPARATELY, BOTH JUGGERNAUT AND JEAN GREY HAVE BATTLED THE MYSTERIOUS BEING WHO CALLS HIMSELF ONSLAUGHT.ⓧ

SINCE THEN, JUGGERNAUT HAS BECOME AWARE THAT HIS MEMORIES HOLD AN IMPORTANT SECRET ABOUT THEIR FOE... A SECRET MENTALLY BLOCKED BY ONSLAUGHT.

IN DESPERATION, HE HAS ASKED JEAN TO BREAK THAT BLOCK WITH HER TELEPATHIC POWERS IN HOPES OF LEARNING ONSLAUGHT'S IDENTITY --

-- BEFORE ONSLAUGHT CLAIMS THEM -- AND THE WORLD.

ⓧ HEY, IF YOU CAN EXPLAIN JEAN'S COSTUME CHANGE BETWEEN **UNCANNY X-MEN #334** AND NOW, YOU'LL WIN YOURSELF A BONA FIDE NO-PRIZE! - Bob.

NICE PLACE YA GOT HERE. HOT 'N' COLD RUNNING NOTHIN'.

WHERE ARE WE?

INSIDE THE MOST HEAVILY PSI-SHIELDED CHAMBER ON EARTH. HERE, I HAVE THE PRIVACY I NEED TO DIG WHATEVER I CAN OUT OF THAT THICK SKULL OF YOURS.

I DIDN'T FIGGER YOU TO BE SUCH A SOLO ACT.

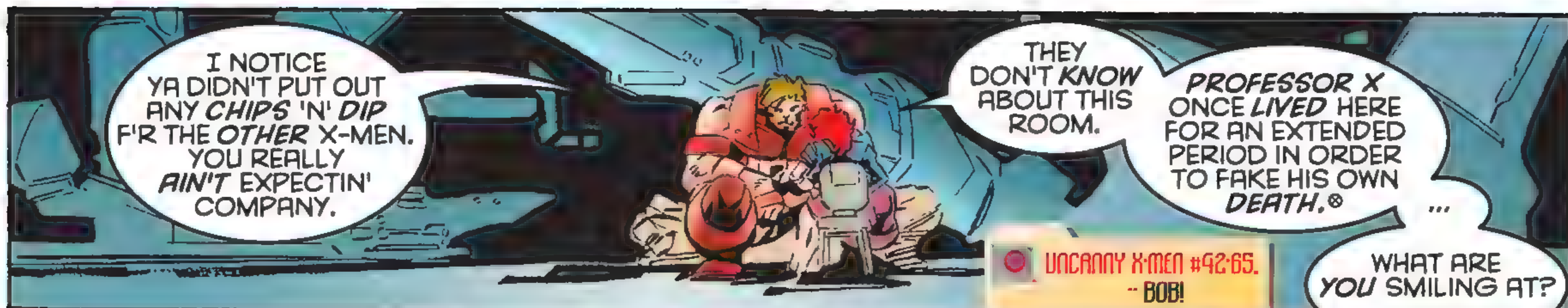
WE NEED TO ENSURE THAT WE'RE SAFE FROM ONSLAUGHT'S PRESENCE. HE'S ONE OF THE MOST POWERFUL ESPERS I'VE EVER MET.

I KNOW YOU'RE SCARED OF HIM, MARKO. FRANKLY, I AM TOO.

WHO SAID I WAS..?

WELL, WHATEVER. AWRIGHT, YOU'RE TH' BOSS... F'R NOW, GO TO IT.

WE'LL BE SAFE DOWN HERE...



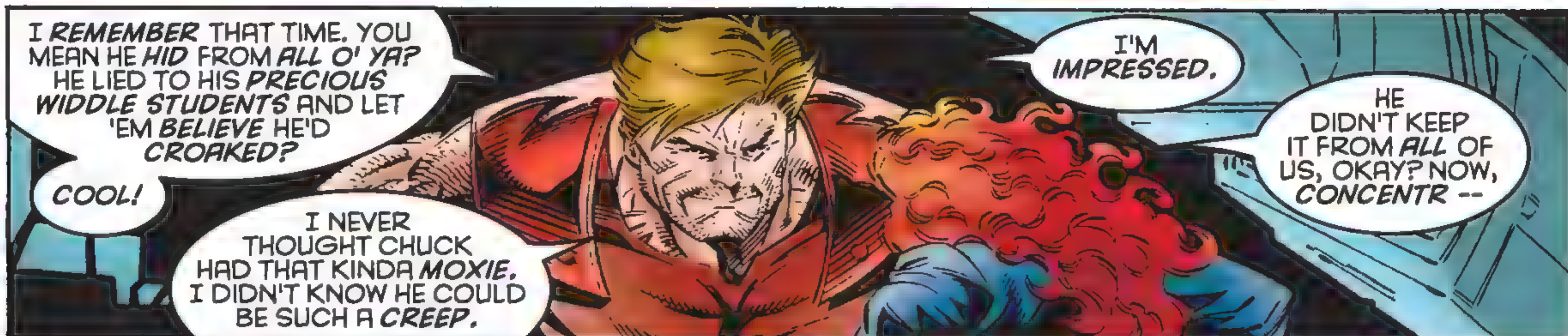
I NOTICE
YA DIDN'T PUT OUT
ANY *CHIPS* 'N' *DIP*
F'R THE OTHER X-MEN.
YOU REALLY
AIN'T EXPECTIN'
COMPANY.

THEY
DON'T KNOW
ABOUT THIS
ROOM.

PROFESSOR X
ONCE LIVED HERE
FOR AN EXTENDED
PERIOD IN ORDER
TO FAKE HIS OWN
DEATH.®

UNCANNY X-MEN #42-65.
-- BOB!

WHAT ARE
YOU SMILING AT?



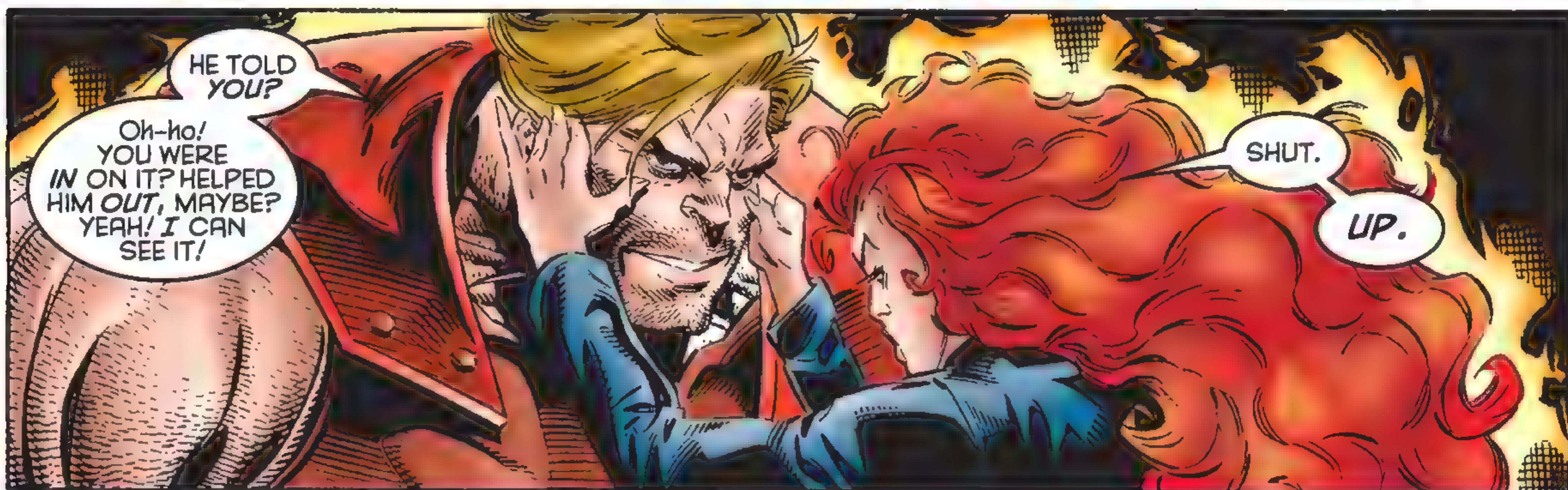
I REMEMBER THAT TIME. YOU
MEAN HE *HID* FROM ALL O' YA?
HE LIED TO HIS *PRECIOUS*
WIDDLE STUDENTS AND LET
'EM BELIEVE HE'D
CROAKED?

COOL!

I NEVER
THOUGHT CHUCK
HAD THAT KINDA *MOXIE*.
I DIDN'T KNOW HE COULD
BE SUCH A *CREEP*.

I'M
IMPRESSED.

HE
DIDN'T KEEP
IT FROM *ALL* OF
US, OKAY? NOW,
CONCENTR --

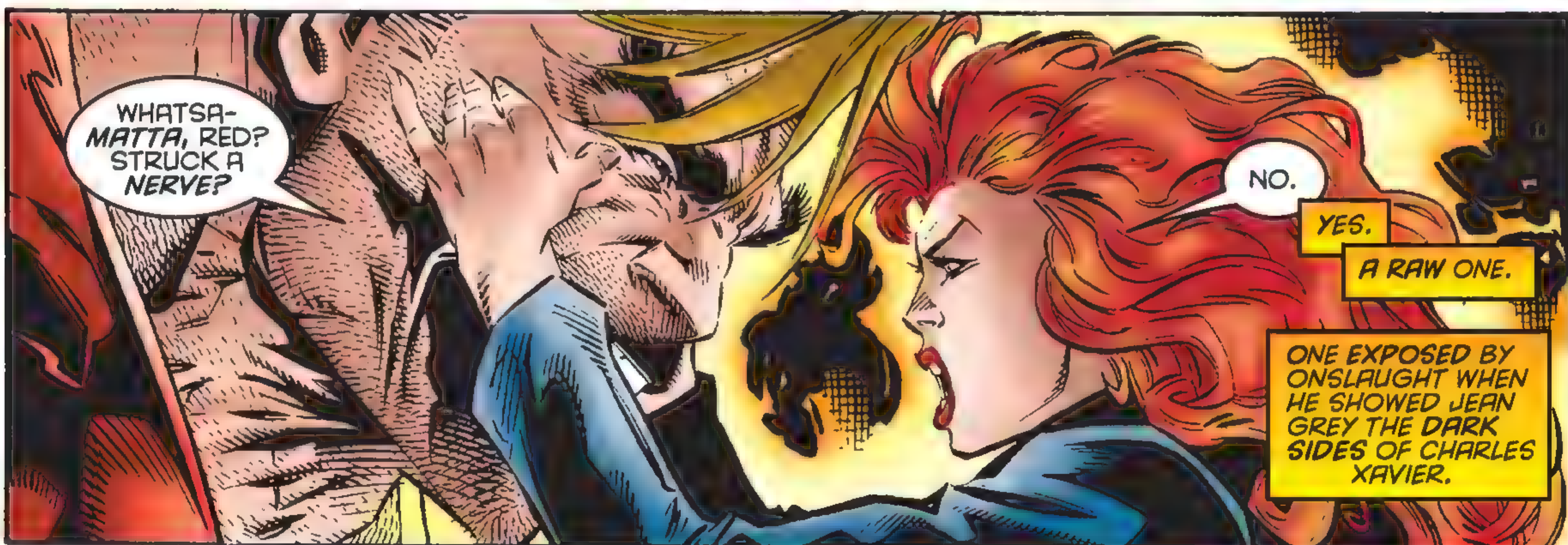


HE TOLD
YOU?

Oh-ho!
YOU WERE
IN ON IT? HELPED
HIM *OUT*, MAYBE?
YEAH! I CAN
SEE IT!

SHUT.

UP.



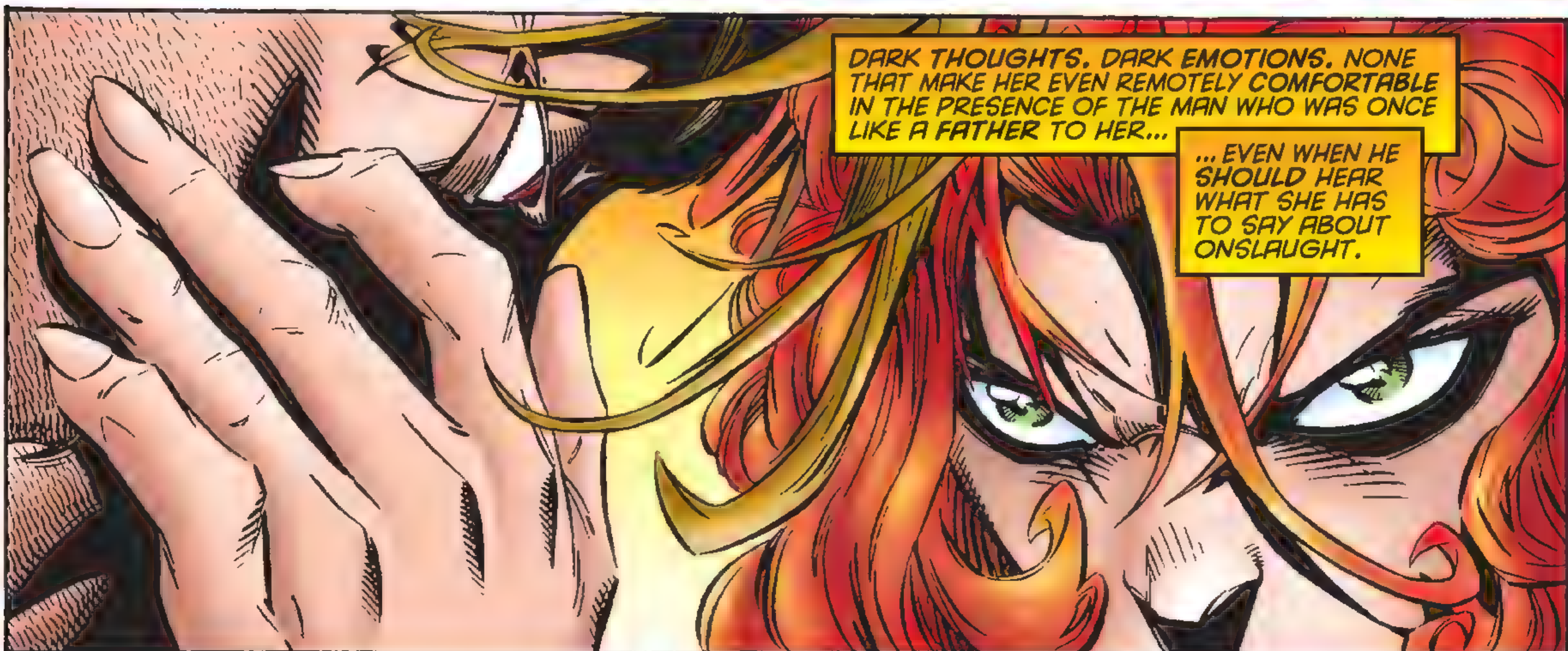
WHATS-
MATT, RED?
STRUCK A
NERVE?

NO.

YES.

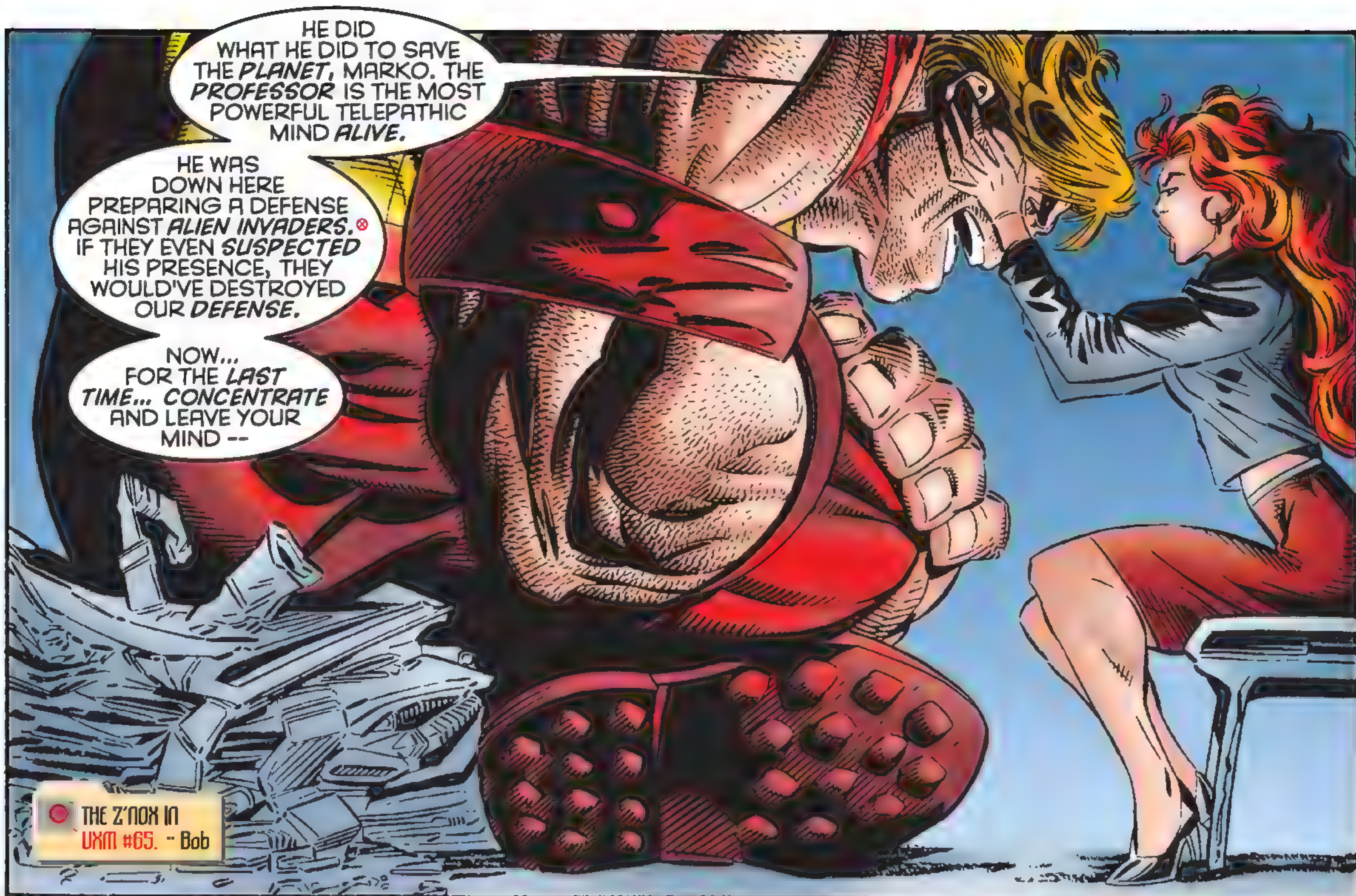
A RAW ONE.

ONE EXPOSED BY
ONSLAUGHT WHEN
HE SHOWED JEAN
GREY THE DARK
SIDES OF CHARLES
XAVIER.



DARK THOUGHTS. DARK EMOTIONS. NONE
THAT MAKE HER EVEN REMOTELY COMFORTABLE
IN THE PRESENCE OF THE MAN WHO WAS ONCE
LIKE A FATHER TO HER...

... EVEN WHEN HE
SHOULD HEAR
WHAT SHE HAS
TO SAY ABOUT
ONSLAUGHT.

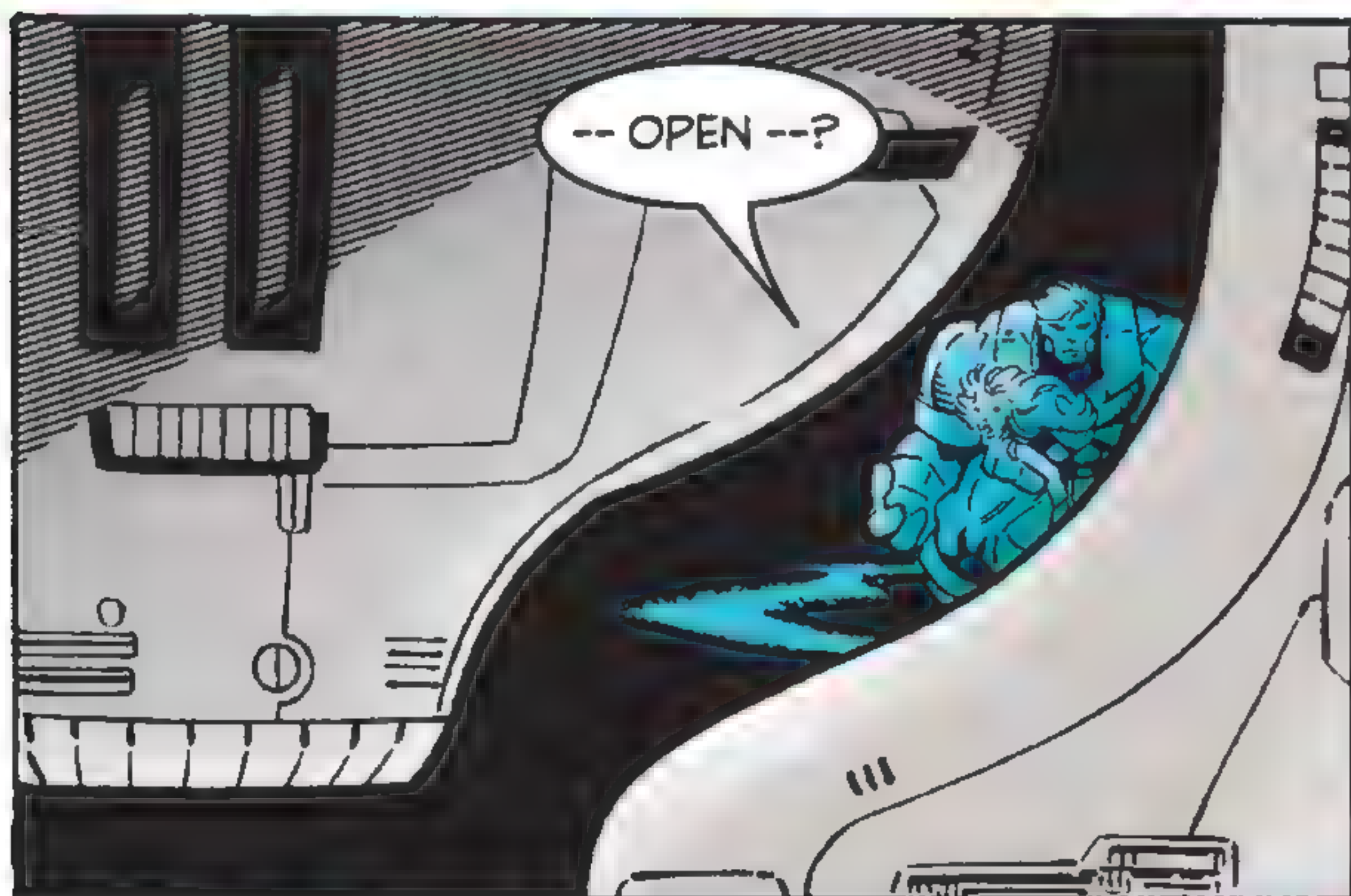
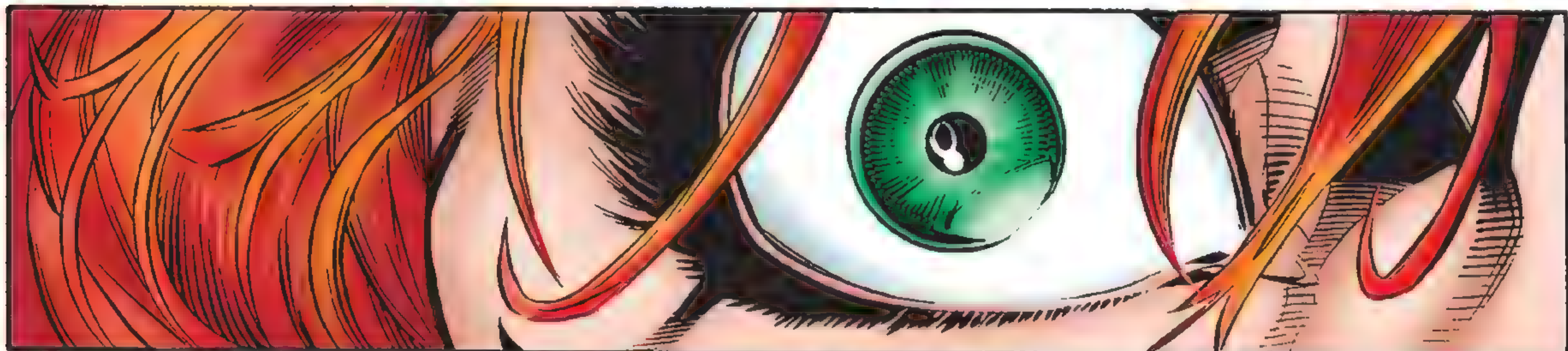


HE DID WHAT HE DID TO SAVE THE *PLANET*, MARKO. THE *PROFESSOR* IS THE MOST POWERFUL TELEPATHIC MIND *ALIVE*.

HE WAS DOWN HERE PREPARING A DEFENSE AGAINST *ALIEN INVADERS*. IF THEY EVEN *SUSPECTED* HIS PRESENCE, THEY WOULD'VE DESTROYED OUR *DEFENSE*.

NOW... FOR THE *LAST TIME*... CONCENTRATE AND LEAVE YOUR MIND --

THE Z'NOX IN UXM #65. -- Bob



-- OPEN --?



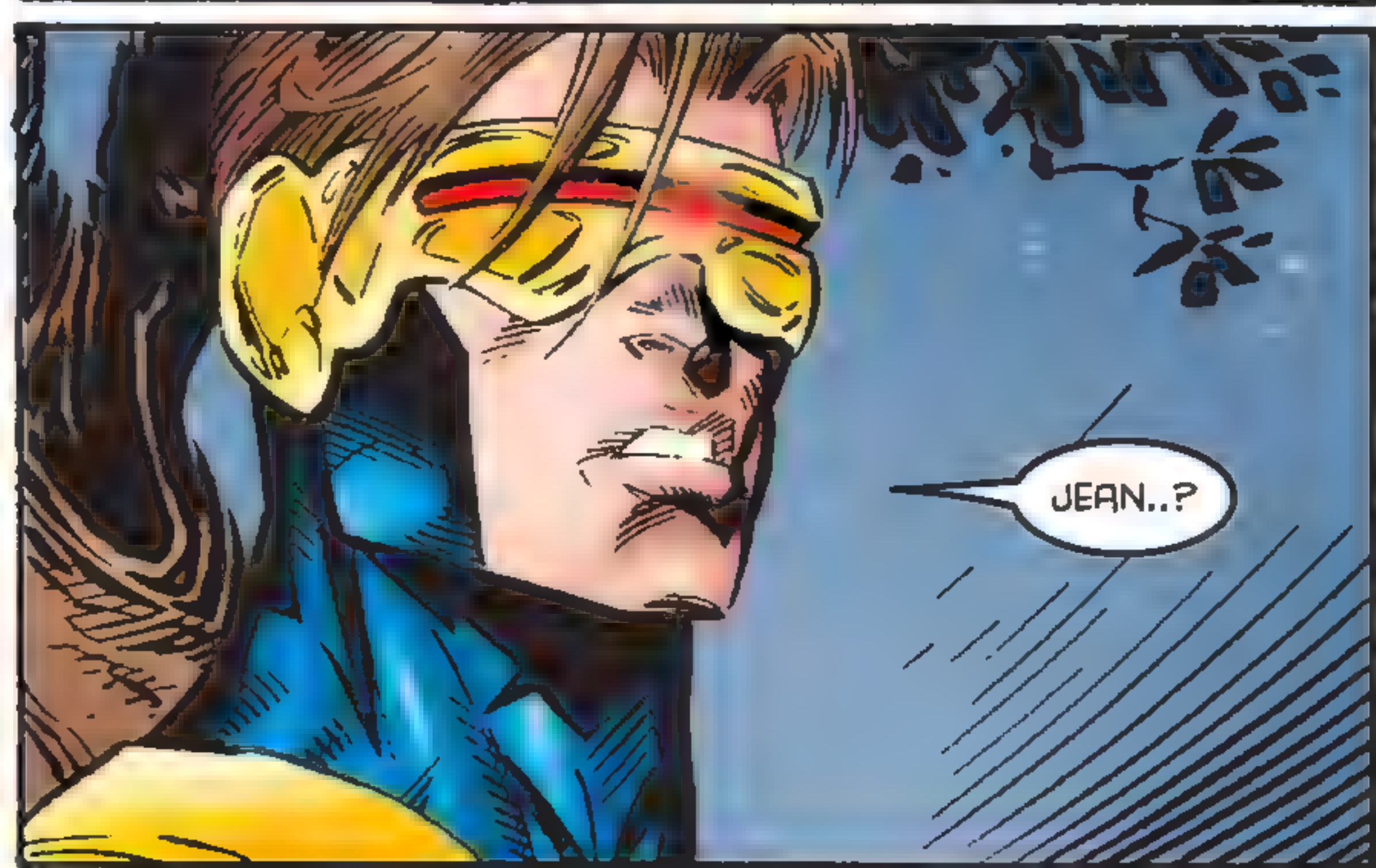
NO!

YOU LEFT THE *DOOR* UNSEALED!

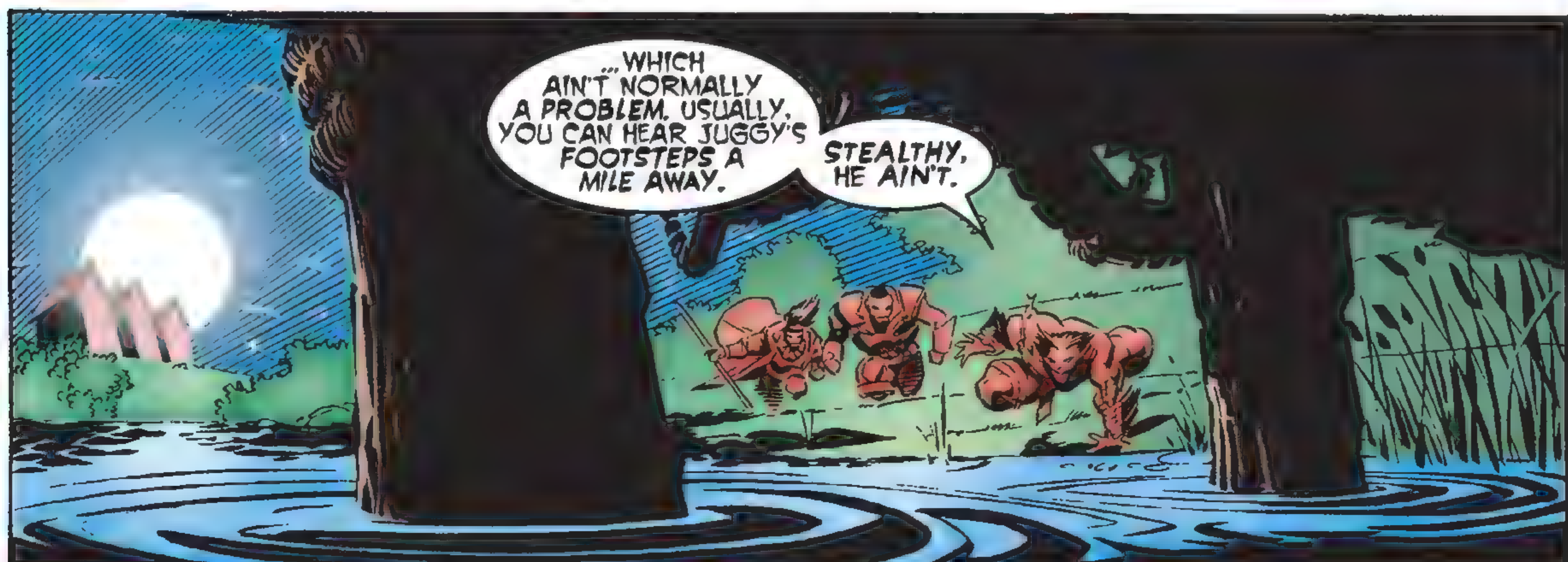
DON'T YOU REALIZE THAT IF THIS ROOM'S NOT FULLY SHIELDED --



-- IT'S NOT *PSI-PROOF*?



JEAN..?



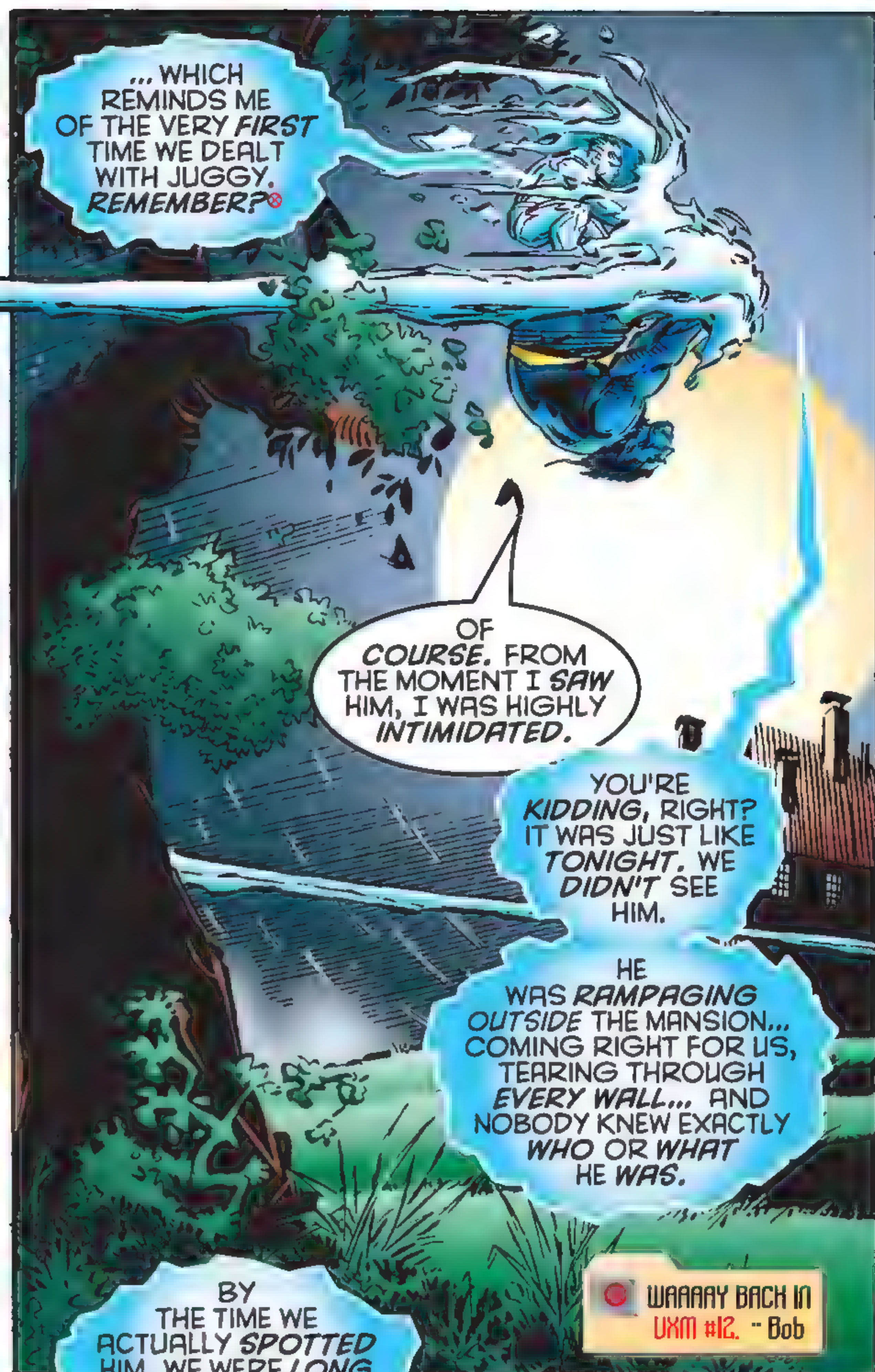


ANY
LUCK?

NONE.

I CAN'T
FIND HIS
SCENT PAST THE
POINT WHERE YOU
TWO KNOCKED
HIM INTO THE
LAKE.

WHICH
MEANS WE
KEEP LOOKIN'.
PARANOIA'S RUNNIN'
A LITTLE HIGH
FOR MY TASTE
TONIGHT...



... WHICH
REMINDS ME
OF THE VERY FIRST
TIME WE DEALT
WITH JUGGY.
REMEMBER?

OF
COURSE. FROM
THE MOMENT I SAW
HIM, I WAS HIGHLY
INTIMIDATED.

YOU'RE
KIDDING, RIGHT?
IT WAS JUST LIKE
TONIGHT. WE
DIDN'T SEE
HIM.

HE
WAS RAMPAGING
OUTSIDE THE MANSION...
COMING RIGHT FOR US,
TEARING THROUGH
EVERY WALL... AND
NOBODY KNEW EXACTLY
WHO OR WHAT
HE WAS.

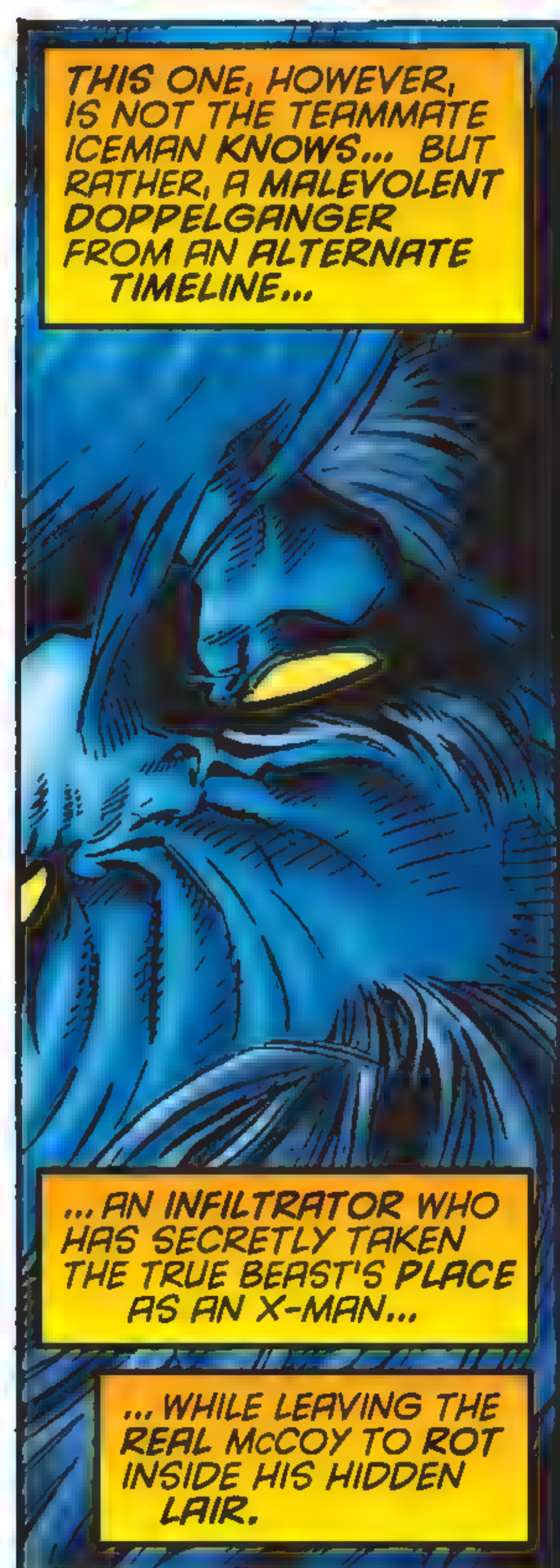
BY
THE TIME WE
ACTUALLY SPOTTED
HIM, WE WERE LONG
SINCE INTIMIDATED.
RIGHT?

WAAAAAY BACK IN
UXM #12. - Bob



INDUBITABLY.
THE MEMORY
IS CRYSTAL-
CLEAR...

... TO SOME
OTHER HANK
McCOY.



THIS ONE, HOWEVER,
IS NOT THE TEAMMATE
ICEMAN KNOWS... BUT
RATHER, A MALEVOLENT
DOPPELGANGER
FROM AN ALTERNATE
TIMELINE...

... AN INFILTRATOR WHO
HAS SECRETLY TAKEN
THE TRUE BEAST'S PLACE
AS AN X-MAN...

... WHILE LEAVING THE
REAL McCOY TO ROT
INSIDE HIS HIDDEN
LAIR.



OR SO HE BELIEVES.

CHANK



FINALLY.

NO
POINT IN BREAKING
LOOSE *BEFORE*. AS
WEAK AS I AM, I COULD
NEVER HAVE BATTERED
MY WAY OUT OF THIS
BRICK COFFIN.

BUT
THE SIGHT
OF A LOOSE
FLOORSTONE
GAVE ME
HOPE...



... REWARDED.

DESPITE
THE BYZANTINE
LAYOUT OF THIS
EDIFICE, *ESCAPE*
SHOULD BE A
SIMPLE MATTER!
I'M --



-- FREE --?!

NOT
SO *FAST*,
FURBALL.

WHERE
DO YOU
THINK YOU'RE
GOING?



SCOTT SUMMERS IS TRYING HARD NOT TO THINK ABOUT JUGGERNAUT.

HE CAN'T BE THE REASON SCOTT HAS SUDDENLY LOST HIS PSYCHIC RAPPORT WITH HIS WIFE, JEAN.

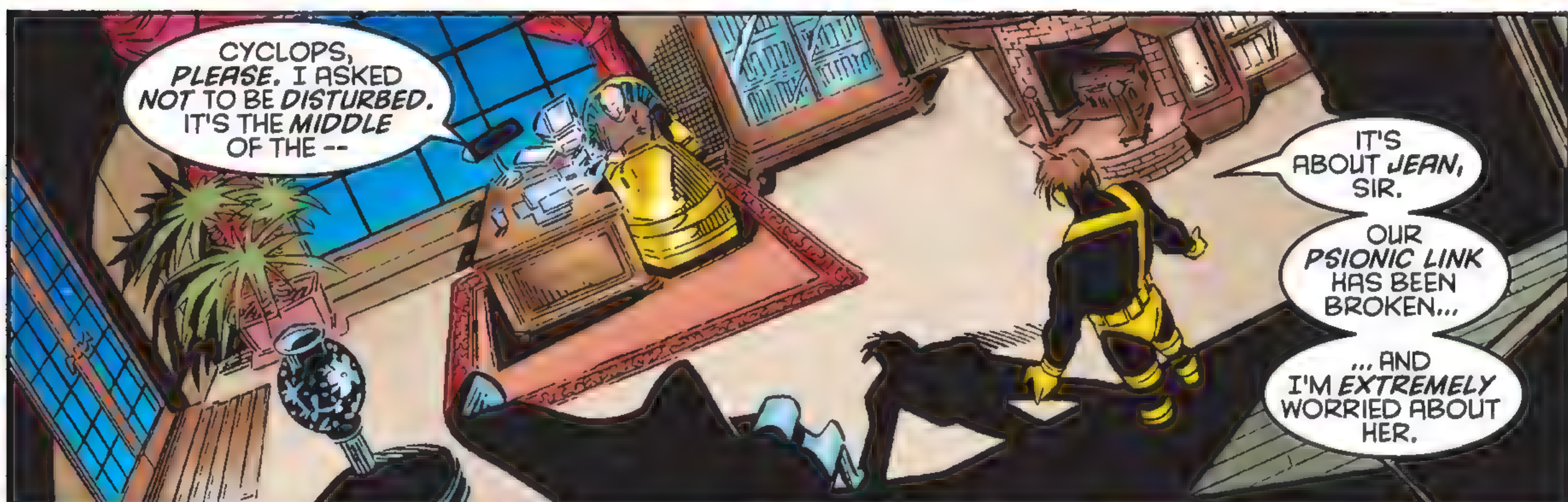
CAN HE?

SCOTT WOULD HAVE FELT JEAN'S SURPRISE AND PAIN HAD JUGGERNAUT FOUND HER... HARMED HER.

WOULDN'T HE?

ONLY ONE MAN KNOWS FOR CERTAIN.

PROFESSOR!

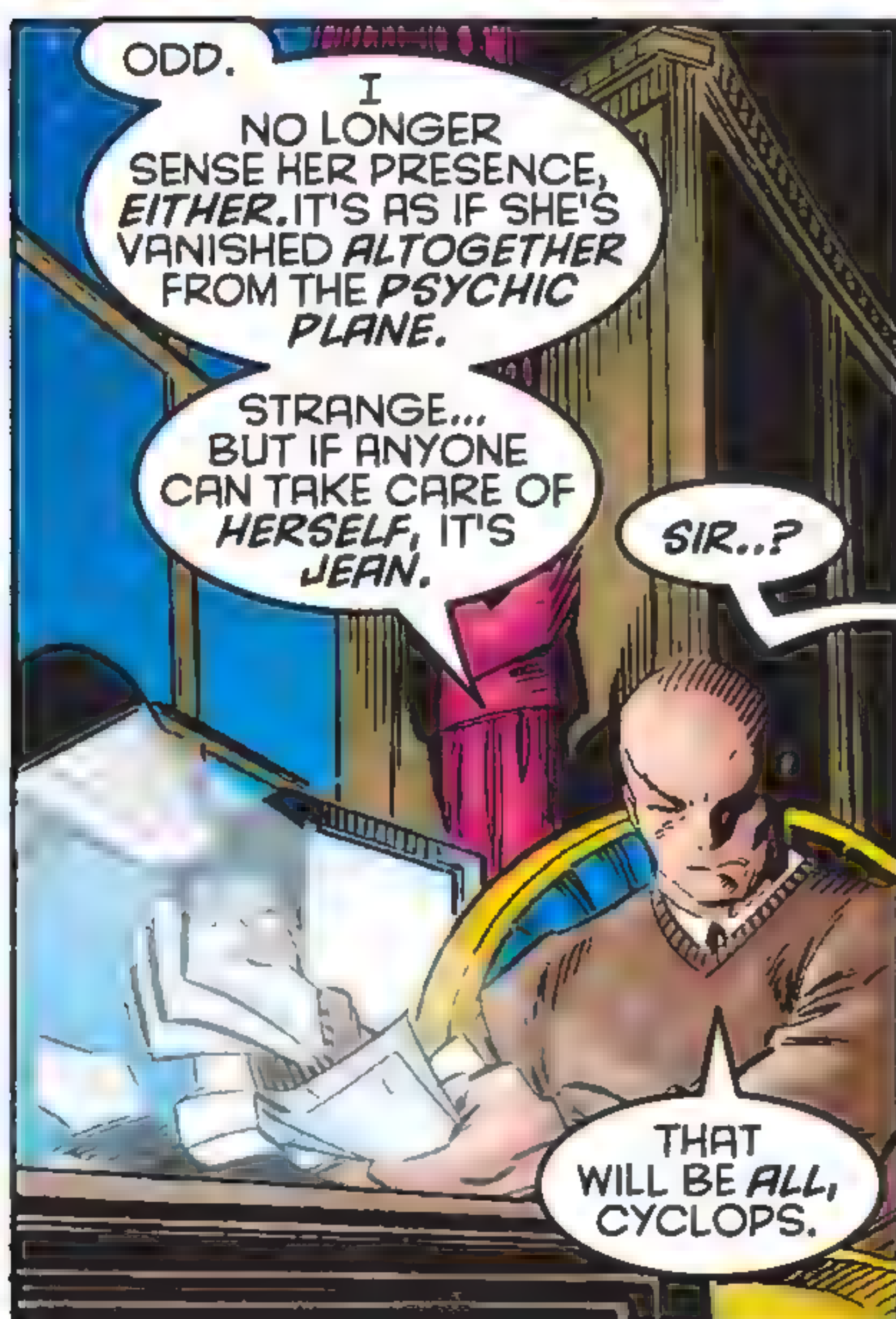


CYCLOPS, PLEASE. I ASKED NOT TO BE DISTURBED. IT'S THE MIDDLE OF THE --

IT'S ABOUT JEAN, SIR.

OUR PSIONIC LINK HAS BEEN BROKEN...

... AND I'M EXTREMELY WORRIED ABOUT HER.



ODD.

I NO LONGER SENSE HER PRESENCE, EITHER. IT'S AS IF SHE'S VANISHED ALTOGETHER FROM THE PSYCHIC PLANE.

STRANGE... BUT IF ANYONE CAN TAKE CARE OF HERSELF, IT'S JEAN.

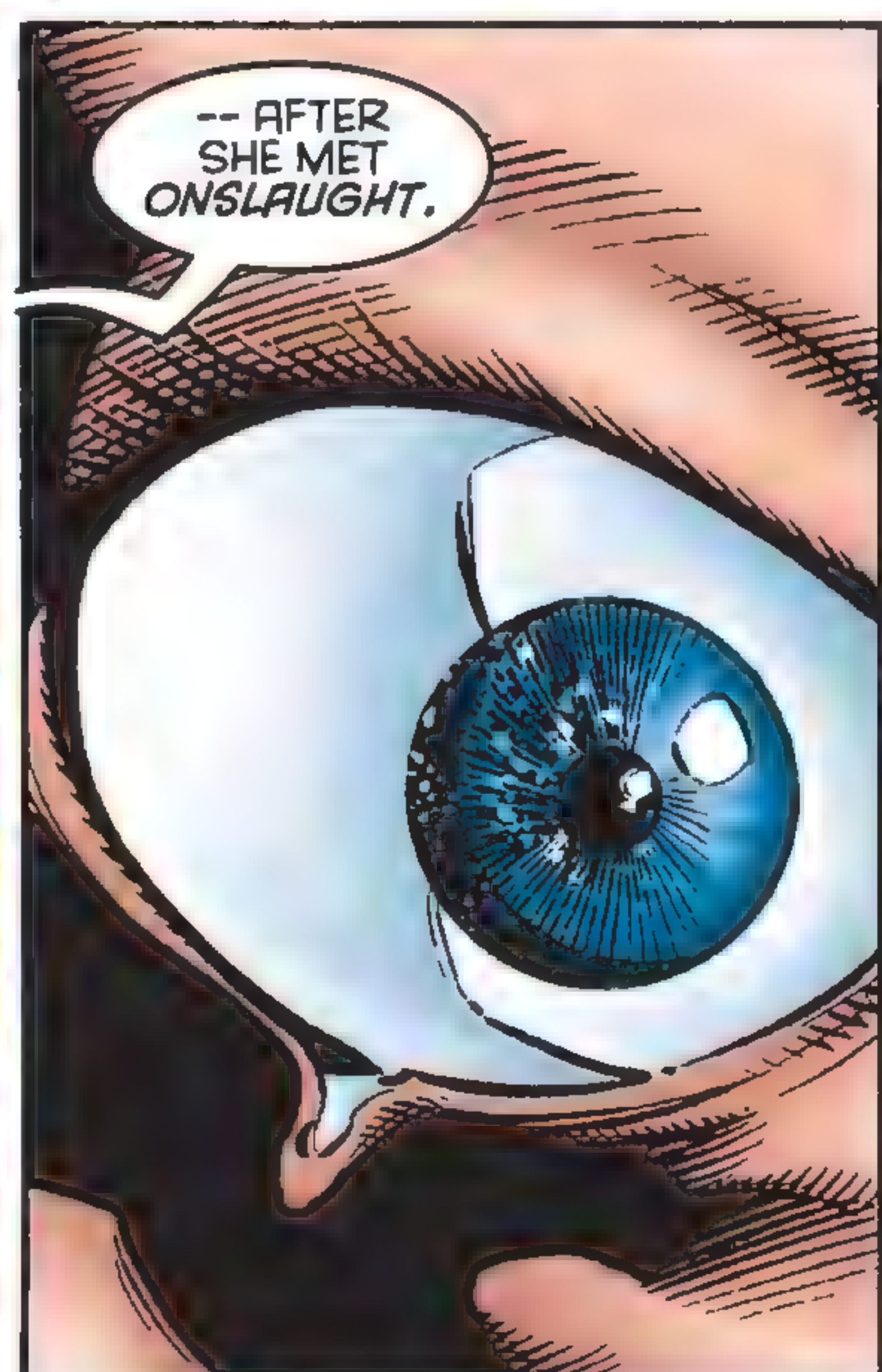
SIR..?

THAT WILL BE ALL, CYCLOPS.

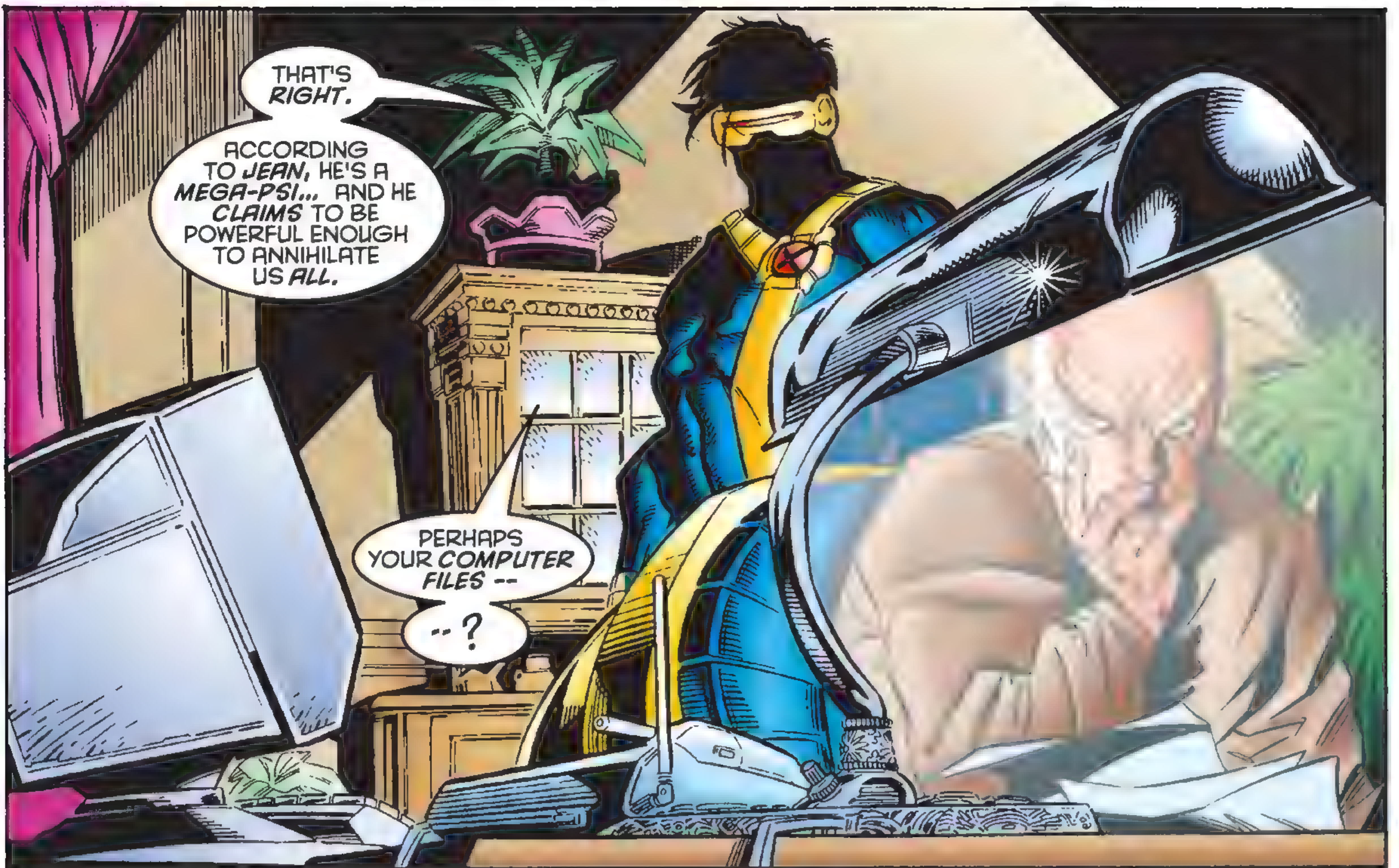


NO, THERE'S MORE. PROFESSOR... CHARLES... YOU'LL FORGIVE ME, BUT I DON'T HAVE THE PATIENCE FOR YOUR NEW BEHAVIOR PATTERN RIGHT NOW.

YOU'RE TROUBLED BY SOMETHING, CLEARLY... WHICH IS THE REASON JEAN DIDN'T COME TO YOU TODAY...



-- AFTER SHE MET ONSLAUGHT.



THAT'S
RIGHT.

ACCORDING
TO JEAN, HE'S A
MEGA-PSI... AND HE
CLAIMS TO BE
POWERFUL ENOUGH
TO ANNIHILATE
US ALL.

PERHAPS
YOUR COMPUTER
FILES --

-- ?



FRANKLIN,
REED AND SUE
RICHARDS,
SIR?

FORGIVE
ME FOR ASKING,
SIR... BUT SINCE
WHEN HAVE YOU
BEEN KEEPING
DATA ON THE
FANTASTIC
FOUR?



I...

... I
HONESTLY
HAVE NO IDEA,
SCOTT.

IF I
DID, INDEED,
PULL THAT UP...
I NO LONGER
REMEMBER
WHY. HOW
ODD.

VERY
WELL, SCOTT.
I'LL FIND A WAY
TO SEARCH FOR
ONSLAUGHT AND
JEAN. YOU HAVE
MY WORD.



ONE
LAST THING,
THEN.

I
DIDN'T WANT
TO HAVE TO BURDEN
YOU WITH THIS, EITHER,
BUT... THERE'S BEEN
A JUGGERNAUT
SIGHTING. HE'S
LURKING OUT THERE
SOMEWHERE.

BIDING
TIME WE CAN'T
AFFORD TO
WASTE ON
HIM?

DEACTIVATE
THE MANSION
DEFENSES.

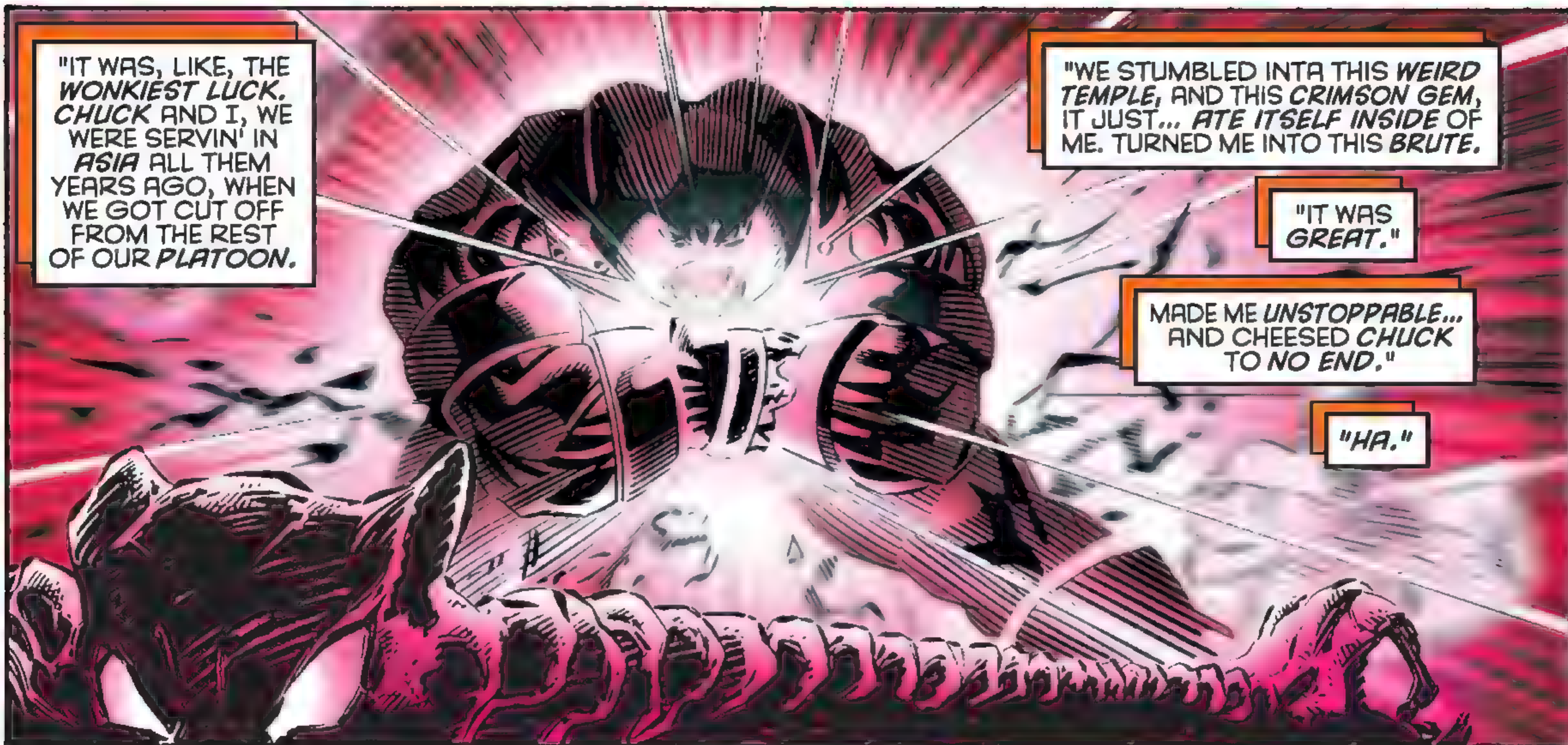
WHAT?



YOU HEARD ME,
SCOTT.

IF HE'S
OUT THERE, I
WANT YOU TO LURE
HIM IN SO YOU CAN
DEAL WITH HIM
DEFINITELY.

I TRUST MY
X-MEN TO DEFEAT MY
STEPBROTHER. YOU'VE
ALWAYS BEEN ABLE
TO... SINCE HE FIRST
AROSE.



"IT WAS, LIKE, THE **WONKIEST LUCK**. **CHUCK** AND I, WE WERE SERVIN' IN **ASIA** ALL THEM YEARS AGO, WHEN WE GOT CUT OFF FROM THE REST OF OUR **PLATOON**.

"WE STUMBLED INTO THIS **WEIRD TEMPLE**, AND THIS **CRIMSON GEM**, IT JUST... **ATE ITSELF** INSIDE OF ME. TURNED ME INTO THIS **BRUTE**.

"IT WAS **GREAT**."

MADE ME **UNSTOPPABLE**... AND CHEESED **CHUCK** TO NO END."

"**HA**."

I DOUBT THAT THE PROFESSOR WOULD BE **JEALOUS** OF THAT.

WHY NOT?

WHEN WE WERE KIDS, I PUSHED HIM **AROUND** F'IR BEIN' A **PUNY RUNT**. HE PROB'LY FIGURED HE'D EVENTUALLY GROW UP ENOUGH TO **FIGHT BACK**.

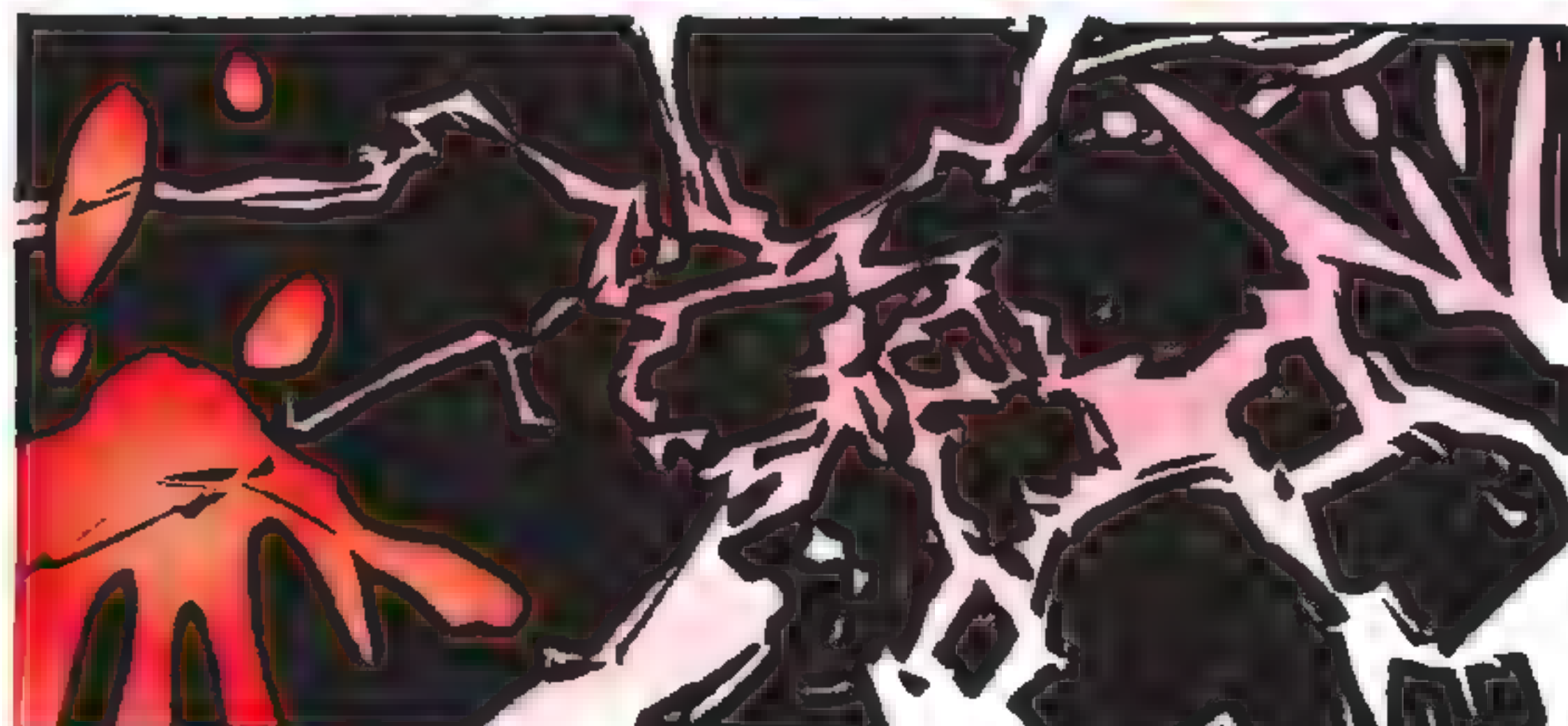
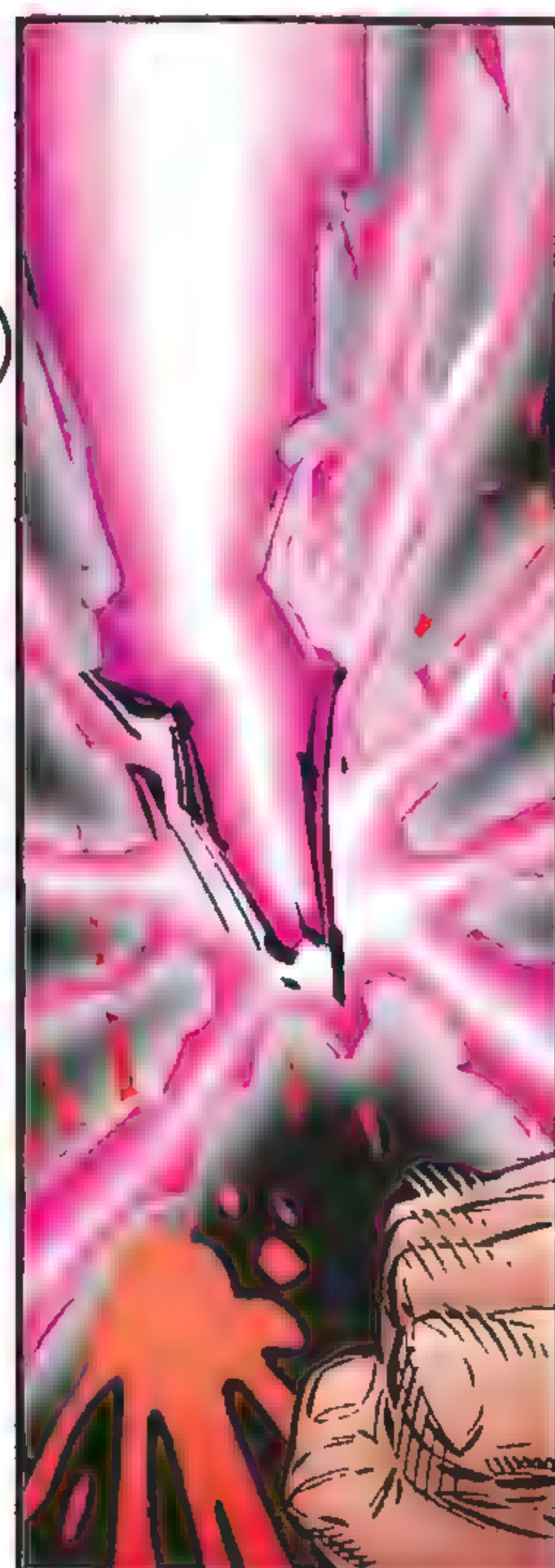
SURPRISE. I GOT TO BE **BIGGER 'N' STRONGER** FOR **ALL TIME**.

DROP IT. I'M IN YOUR MIND NOW. FOCUS ON THE **BLOCK**.

KEEP HITTING IT.

IT'S GIVING WAY.

BE READY FOR ANYTHING...



UPSTAIRS.

AT CYCLOPS' REQUEST, CHARLES XAVIER MAKES AN EFFORT TO PROBE THE PSI-PLANE FOR SIGNS OF ONSLAUGHT.

THE EFFORT IS WEAK.

HE CANNOT FOCUS. THERE IS TOO MUCH NOISE IN HIS HEAD. HE IS DISTRACTED BY THE THUNDER...

... CLEAR SKIES TONIGHT. NOW, FOR AN UPDATE ON LOCAL NEWS...

... OF HIS LATEST FAILURES.

HIS IGNORANCE IN ATTEMPTING TO REFORM THE PSYCHOPATHIC SABRETOOTH... WHO, UNLEASHED, TOOK PSYLOCKE TO THE EDGE OF DEATH.

HIS INABILITY TO SAVE WOLVERINE FROM THE NEAR DESTRUCTION OF HIS BODY AND SOUL.

HIS ARROGANCE IN DEALING WITH MAGNETO, HUMANITY'S GREATEST MUTANT FOE.

IN REACHING INTO A LIVING BEING'S BRAIN AND SUCCUMBING TO THE TEMPTATION TO SHUT IT DOWN.

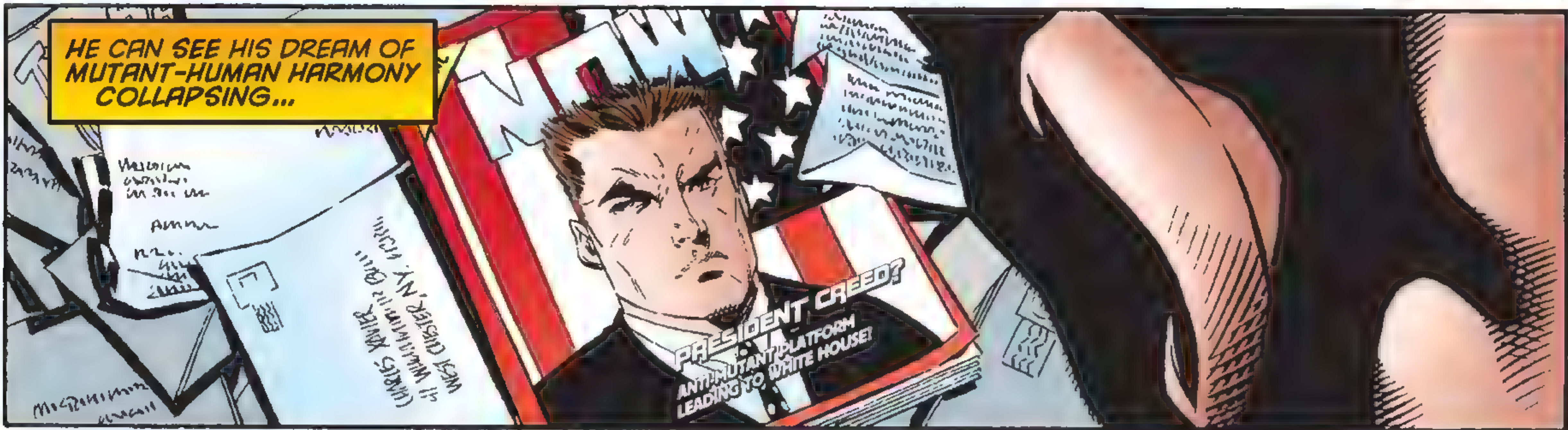
THESE ARE NOT PROUD MOMENTS.



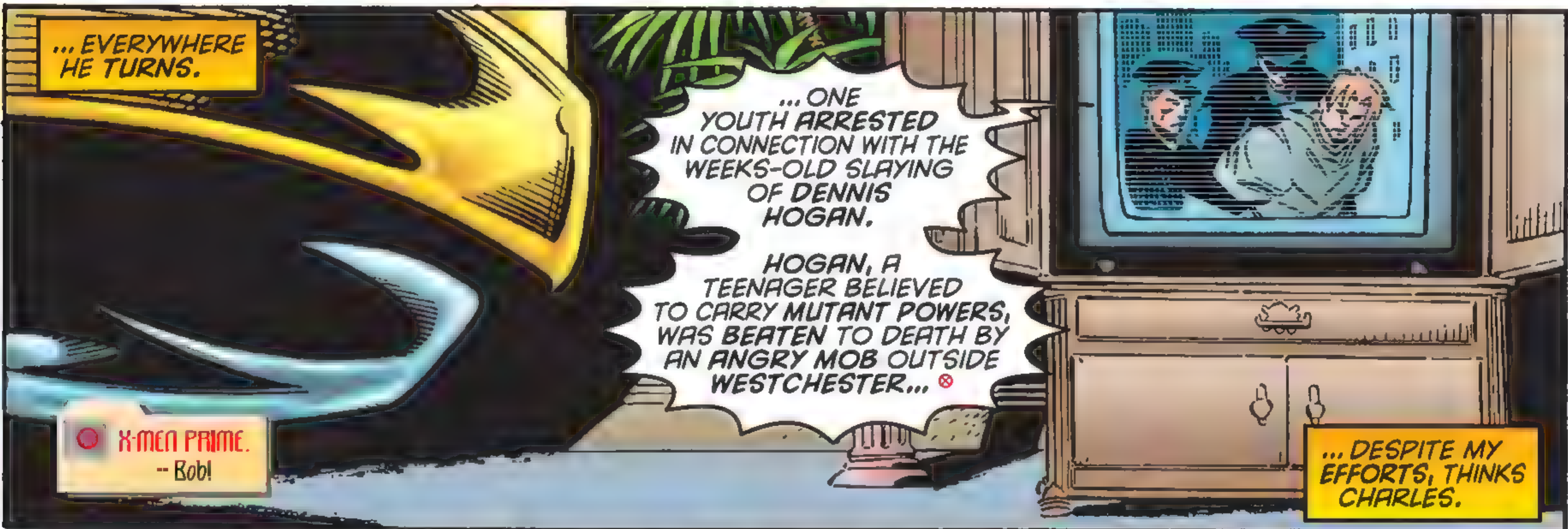
THE PATH XAVIER HAS CHOSEN FOR HIMSELF AND HIS STUDENTS HAS NEVER BEEN AN EASY ONE...

... AND NEVER HARDER THAN IN THE LAST FEW MONTHS.

FROM ALL DIRECTIONS, NEW HATREDS ARE RAINING DOWN UPON THE MUTANT RACE. TO XAVIER, THE RESULTANT FRUSTRATION IS OVERWHELMING.



HE CAN SEE HIS DREAM OF MUTANT-HUMAN HARMONY COLLAPSING...

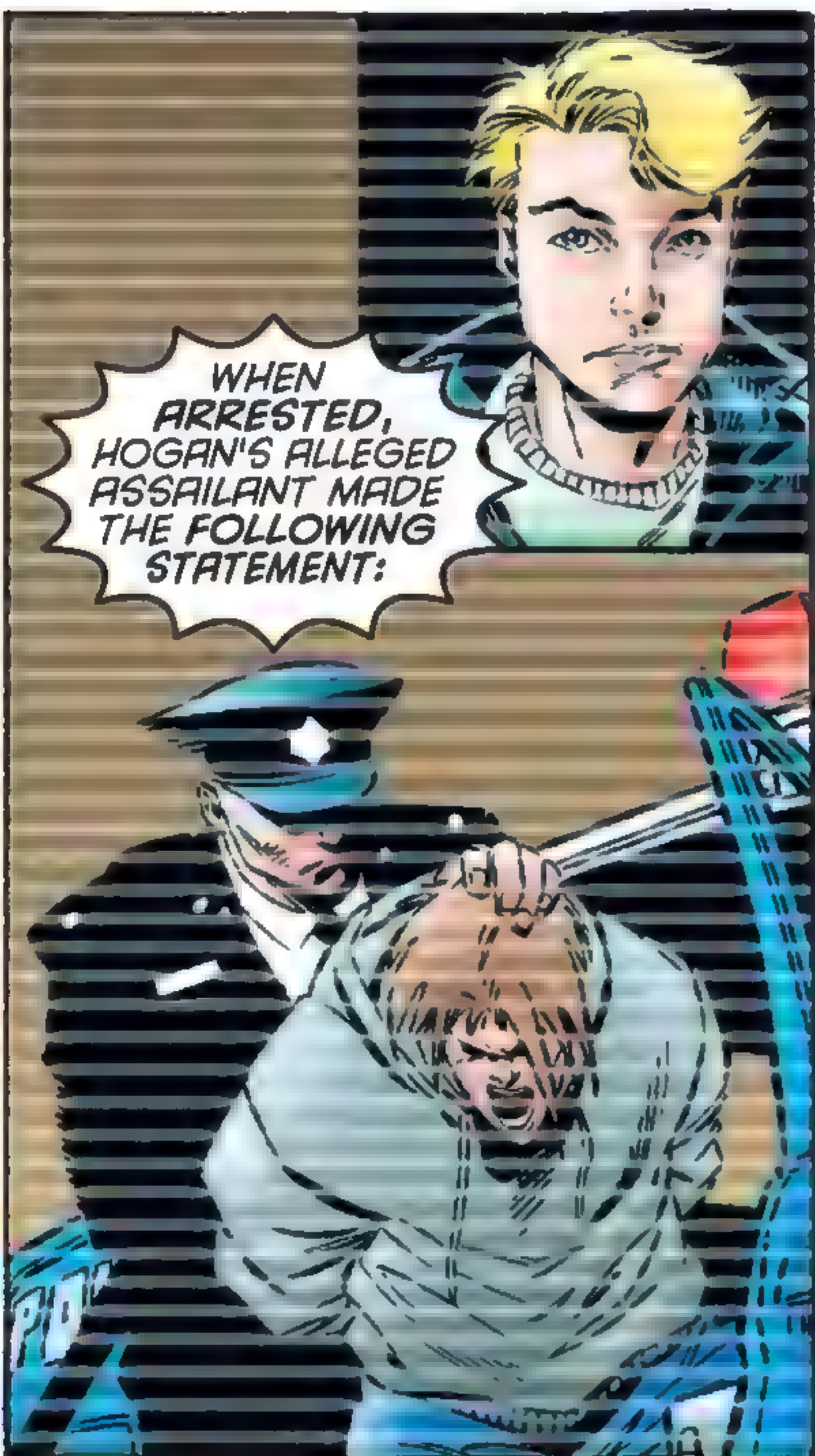


... EVERYWHERE HE TURNS.

... ONE YOUTH ARRESTED IN CONNECTION WITH THE WEEKS-OLD SLAYING OF DENNIS HOGAN.

HOGAN, A TEENAGER BELIEVED TO CARRY MUTANT POWERS, WAS BEATEN TO DEATH BY AN ANGRY MOB OUTSIDE WESTCHESTER...

... DESPITE MY EFFORTS, THINKS CHARLES.



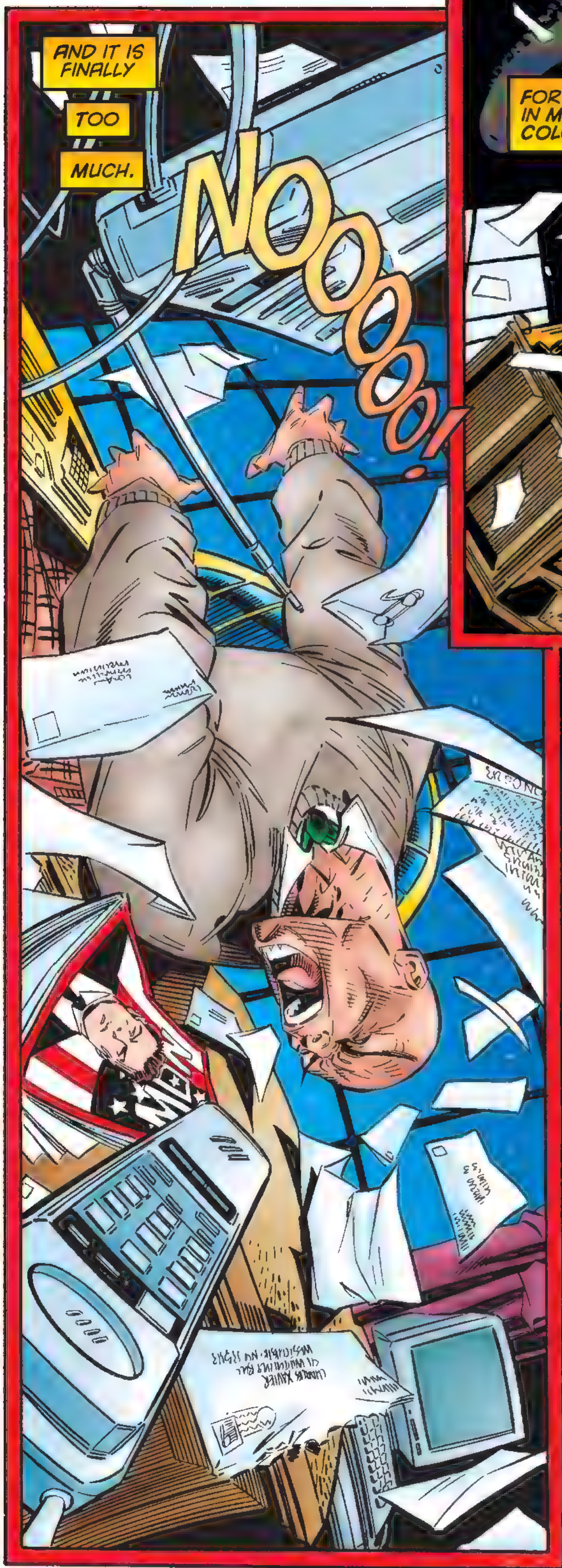
WHEN ARRESTED, HOGAN'S ALLEGED ASSAILANT MADE THE FOLLOWING STATEMENT:



THAT MUTIE GOT WHAT HE DESERVED, MAN! THAT WASN'T NO CRIME! THERE'S A MILLION WHO'LL BACK ME UP -- AND MORE EVERY DAY!

YOU CAN'T STOP US! WE'LL GET YOU ALL! WE'LL GET YOU --





AND IT IS
FINALLY

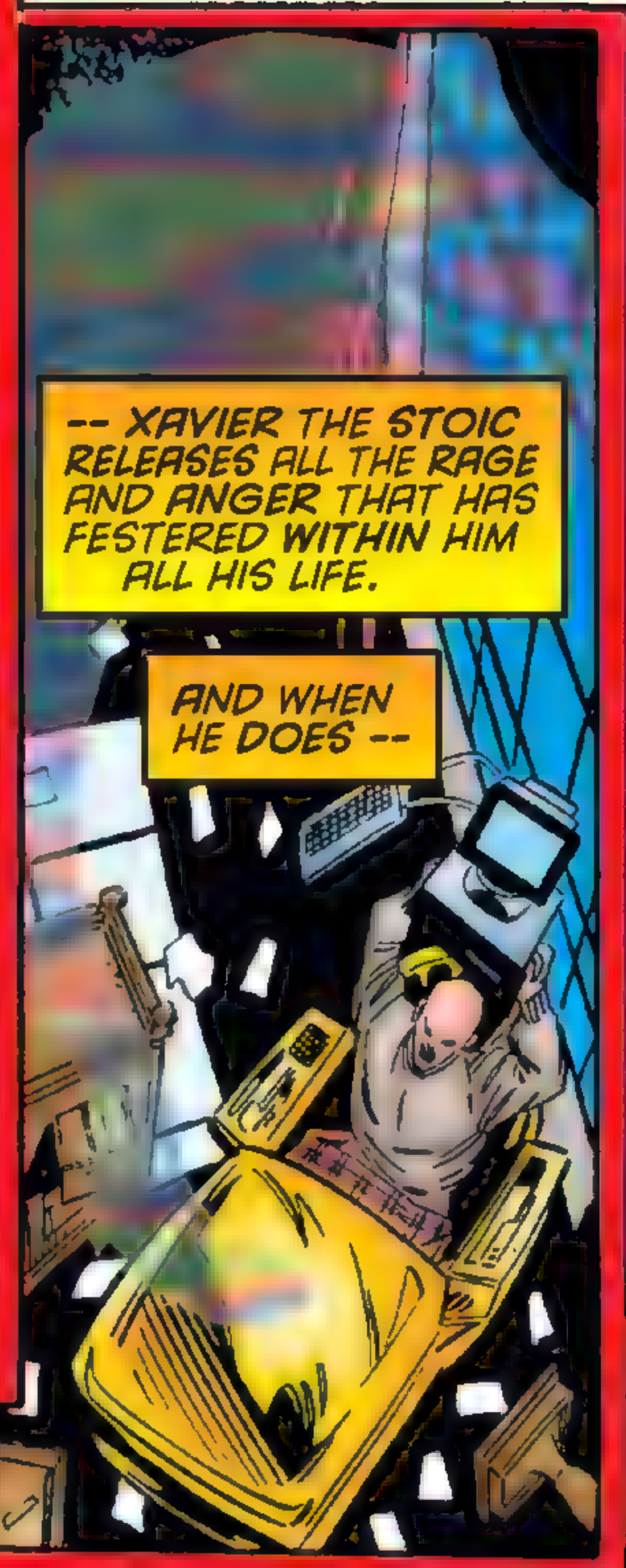
TOO

MUCH.

NO!!!

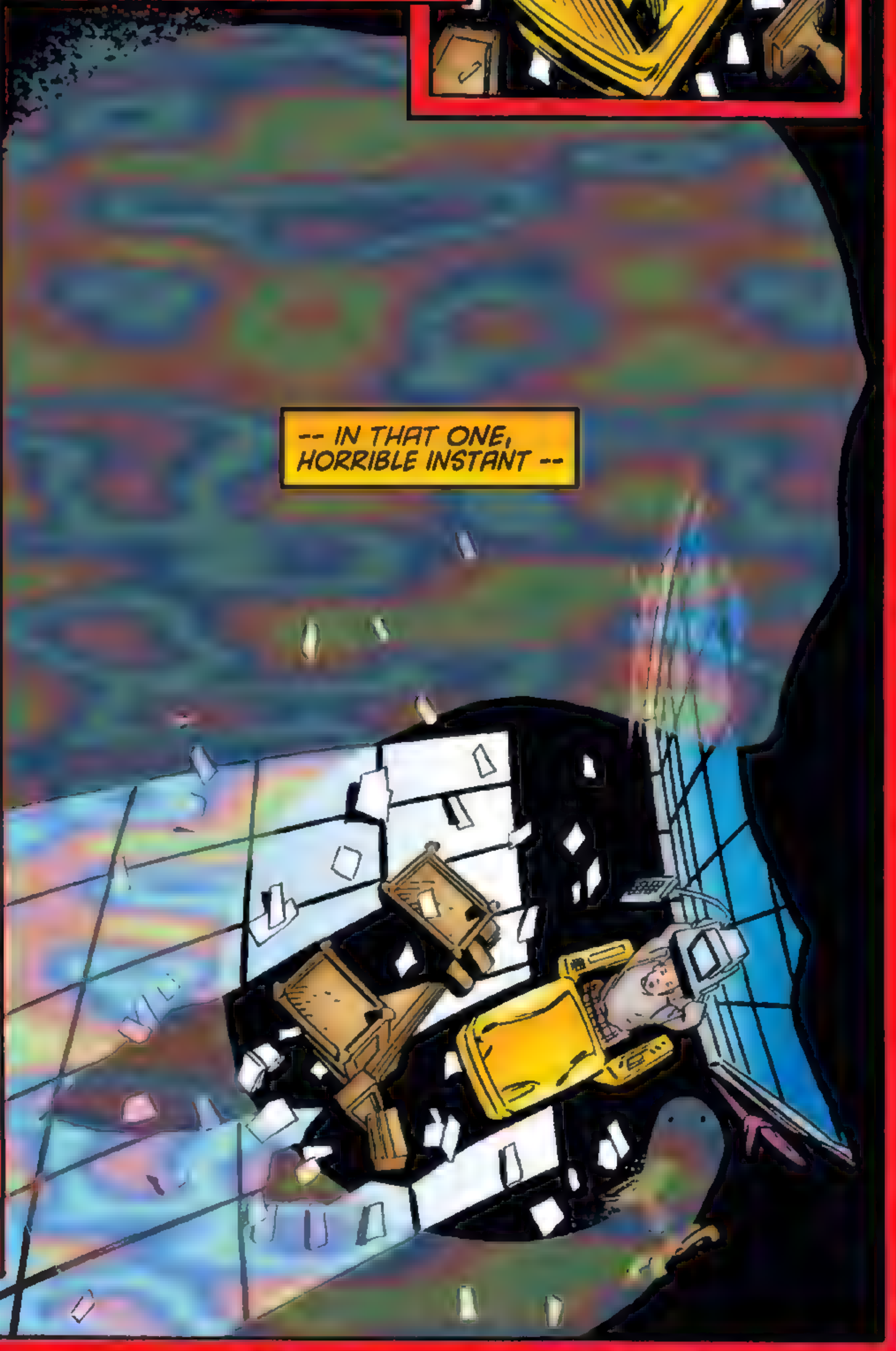


FOR THE FIRST TIME
IN MEMORY, IN ONE
COLOSSAL BURST --



-- XAVIER THE STOIC
RELEASES ALL THE RAGE
AND ANGER THAT HAS
FESTERED WITHIN HIM
ALL HIS LIFE.

AND WHEN
HE DOES --



-- IN THAT ONE,
HORRIBLE INSTANT --



-- HE FINALLY,
SUDDENLY
REALIZES THE
TRUTH ABOUT --

ONSLAUGHT!

I KNOW
WHO HE
IS!

MARKO,
GO! YOU HAVE
TO LEAVE!
NOW!

Huh? YOU FIGGERED IT
OUT? I STILL DON'T
KNOW ANYTHING...

BUT I DO!
MARKO, FOR GOD'S
SAKE -- YOU'RE
IN TERRIBLE
DANGER!

MARKO,
HE'S IN THE
MANSION!

WHAT?

RUN AS
FAR AND AS
FAST AS YOU
CAN! IT'S
YOUR ONLY
HOPE!

DO
YOU HEAR
ME?

RUN!

WHERE TO?

OUTSIDE?

MARKO CAN'T
FIND THE DOOR.

WITHOUT WARNING,
THE CORRIDORS OF
THE MANSION BECOME
A GROTESQUE MAZE.

WHAT
THE...?

AND JUGGERNAUT'S
HEART POUNDS.

FRANTICALLY,
HE SEARCHES
FOR AN EXIT...

... ONLY TO HAVE
EACH FOOTFALL
LEAD HIM DEEPER
AND DEEPER INSIDE.

Oh,
GOD... Oh,
GOD... HE'S IN
MY MIND! WHERE
CAN I...?

WAIT! THAT'S
CHUCK'S STUDY,
INN'T? YEAH!

CHUCK! IT'S
ME -- MARKO!
CHUCK, I'M SORRY
ABOUT EVERYTHING --
I SWEAR!

FOR GOD'S
SAKE -- YOU
GOTTA HELP
ME!

DON'T LET
ME DIE, MAN!
HE'S AFTER ME!
HE'S AFTER
ME!

CHUCK!





ONSLAUGHT...?

DON'T...
DON'T
KILL ME,
MAN...!

Nuh...
NO...

YEARGH!

SO LONG AS...

SO
LONG
AS.

THAT'S IT,
MARKO. WHIMPER.
BEG FOR MY MERCY.
DO YOU REALIZE HOW
LONG I'VE BEEN
WAITING FOR THIS
MOMENT?

KILL YOU,
CAIN MARKO?
WHAT A SPLENDID
IDEA! BUT HOW
WOULD THAT BE
POSSIBLE?

YOU'RE
PROTECTED
BY THE CRIMSON
GEM OF
CYTTORAK.

SO LONG AS
IT STAYS BONDED
TO YOU, YOU'RE
INDESTRUCTIBLE!



ALL MY LIFE.

X-MEN... THIS IS PROFESSOR XAVIER!

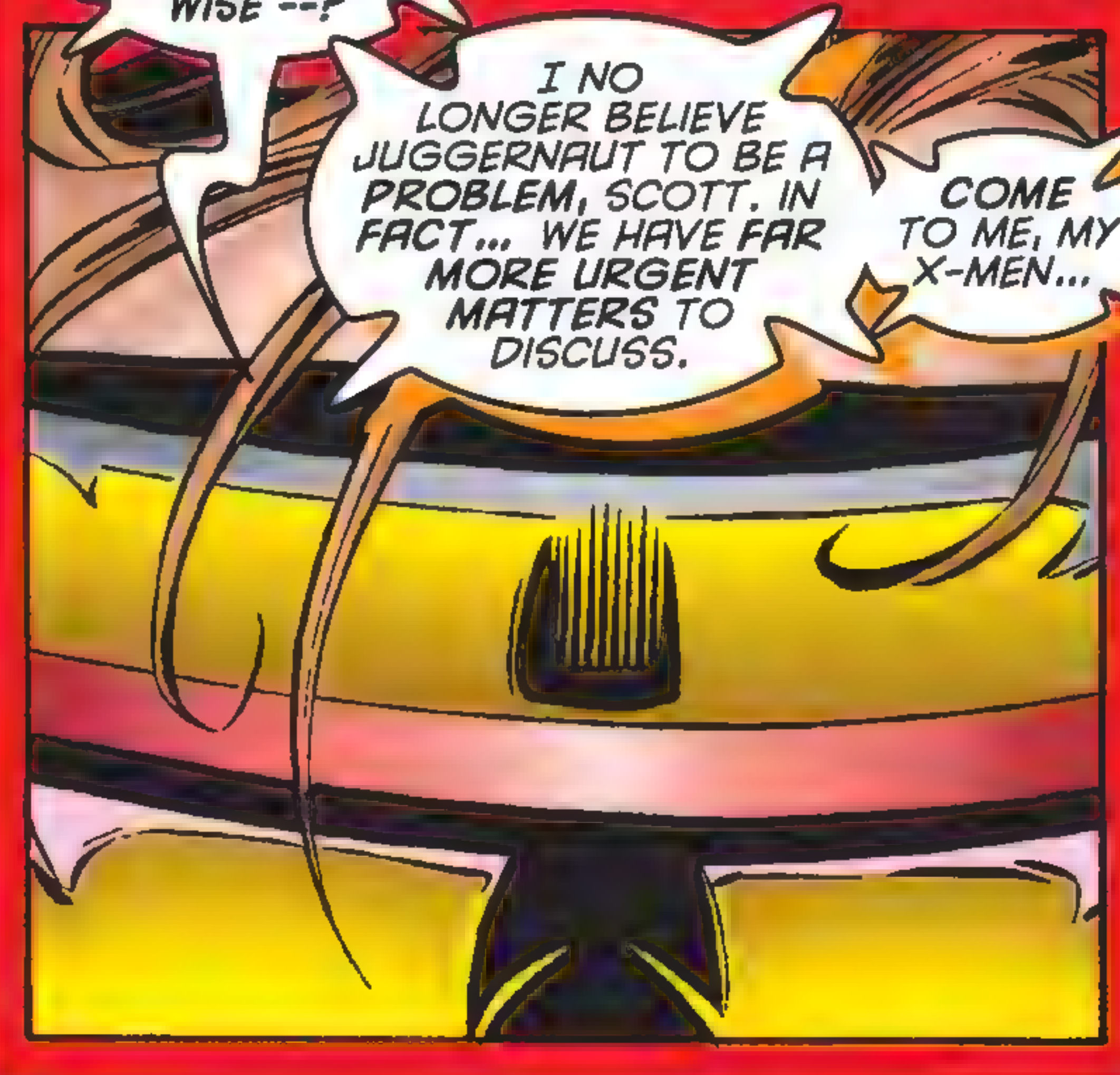


PLEASE GIVE ME YOUR UTMOST ATTENTION!



YOU ARE TO ABANDON YOUR HUNT IMMEDIATELY!

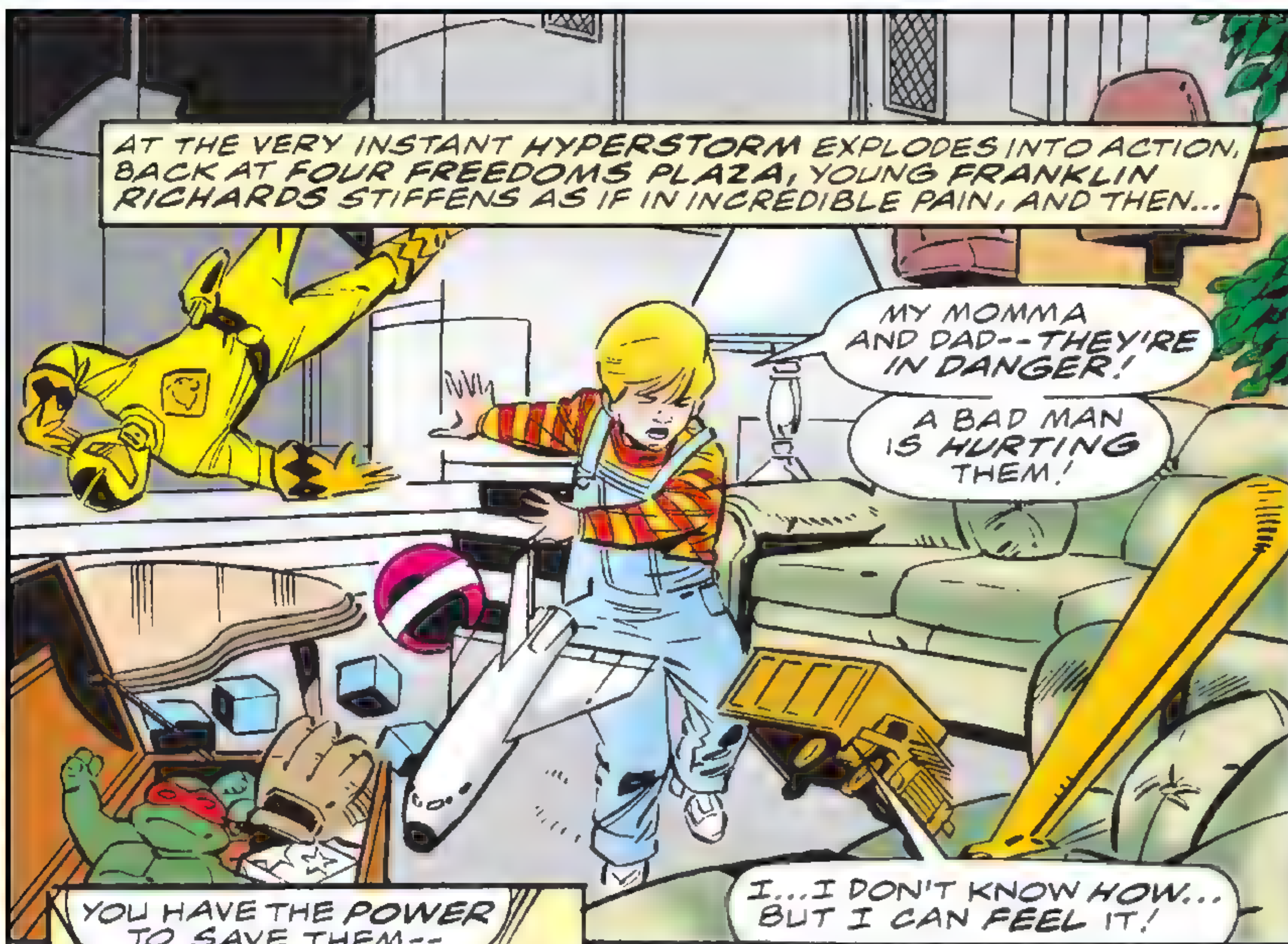
PROFESSOR, DO YOU THINK THAT'S WISE --?



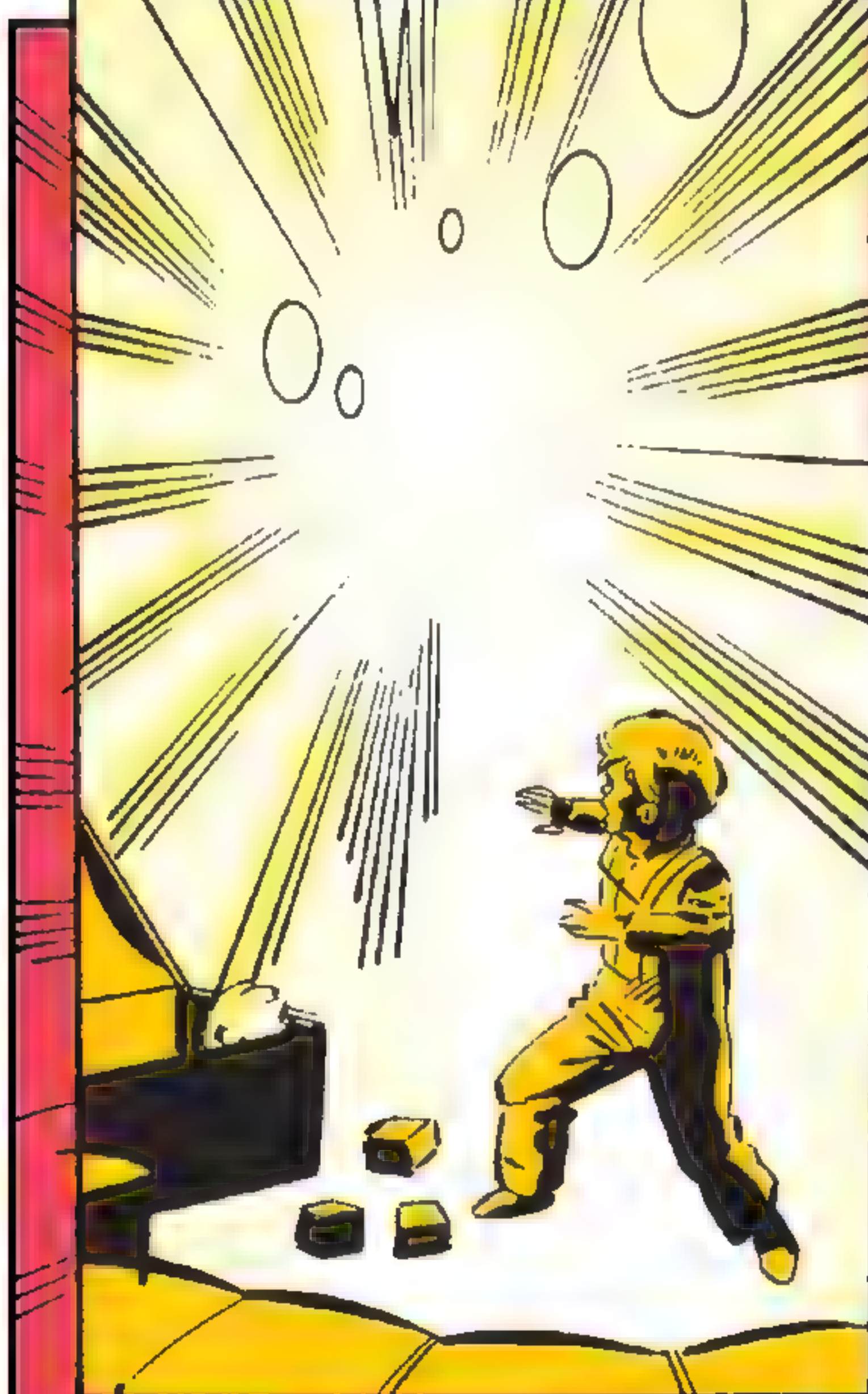
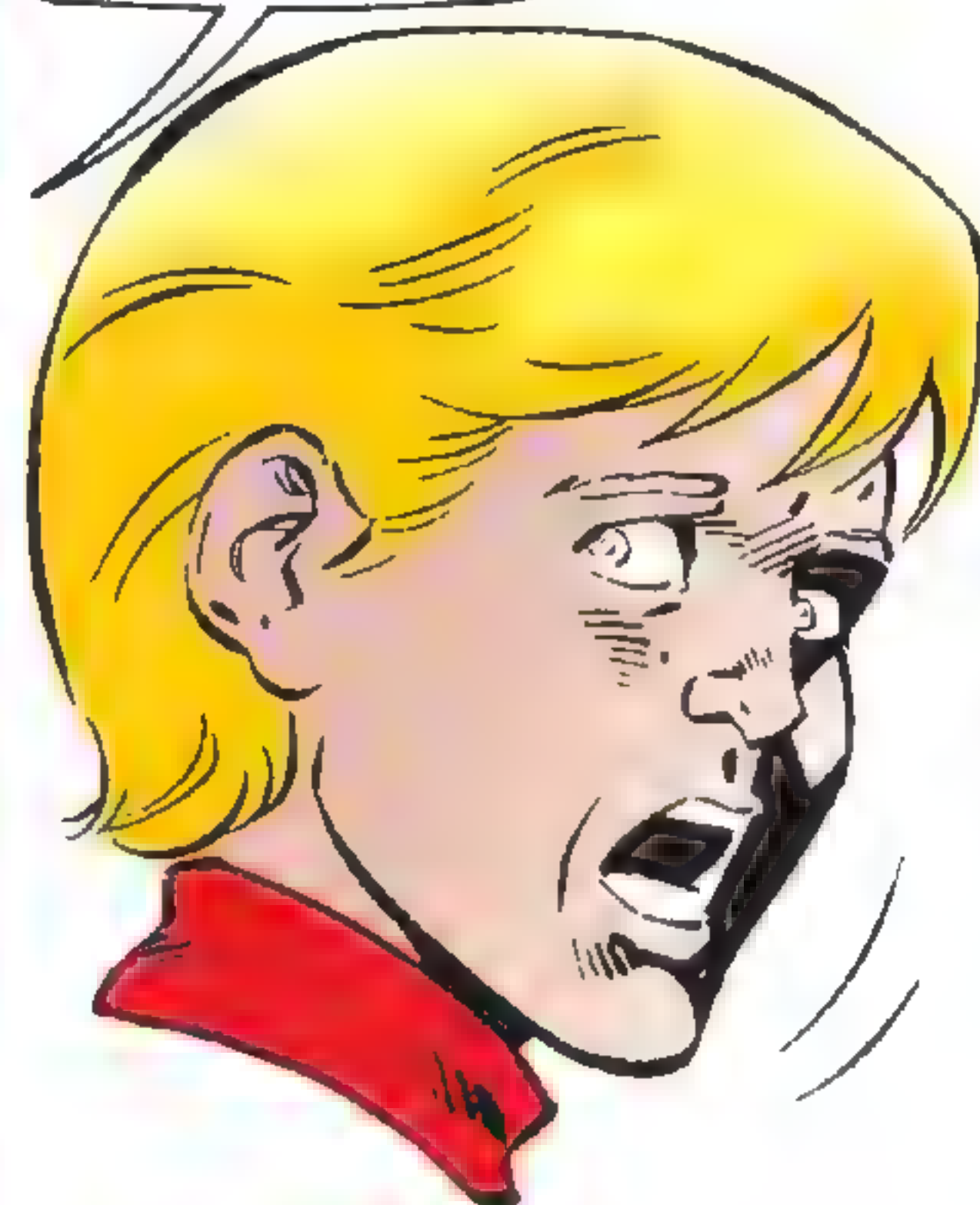
I NO LONGER BELIEVE JUGGERNAUT TO BE A PROBLEM, SCOTT. IN FACT... WE HAVE FAR MORE URGENT MATTERS TO DISCUSS.

COME TO ME, MY X-MEN...

o-Plotter & Scripter: Tom DeFalco • Co-Plotter & Penciler: Paul Ryan • Inker: John Lowe • Colorist: John Kalisz
Enhancement: Mallibu • Letterer: Jim Novak • Assistant Editor: Mike Marts • Editor: Suzanne Gaffney



EASY, FRANKLIN! THERE'S NO NEED TO WORRY! YOU CAN PROTECT YOUR FAMILY!



I AM HERE TO HELP YOU, FRANKLIN!

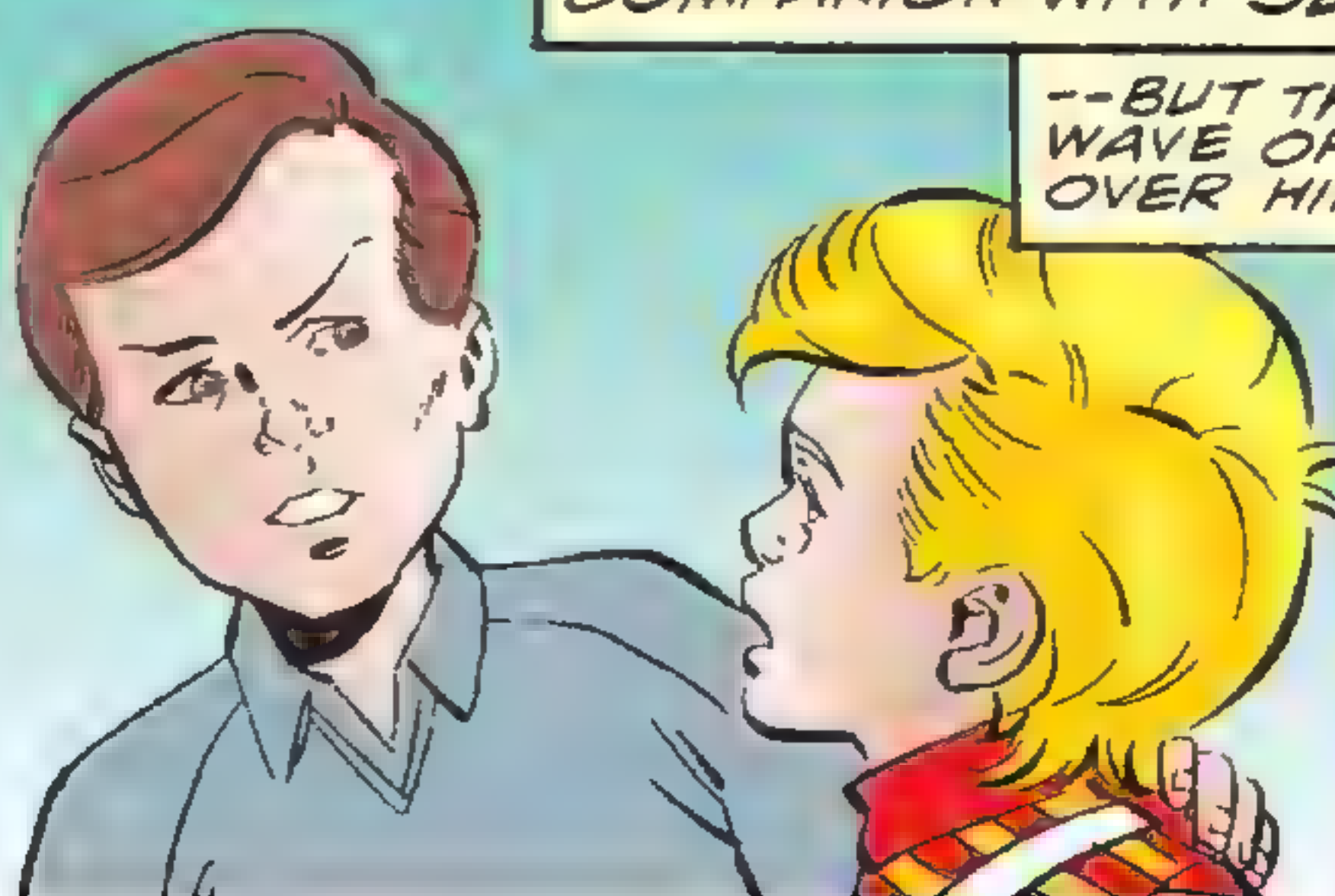
I WANT TO BE YOUR FRIEND.

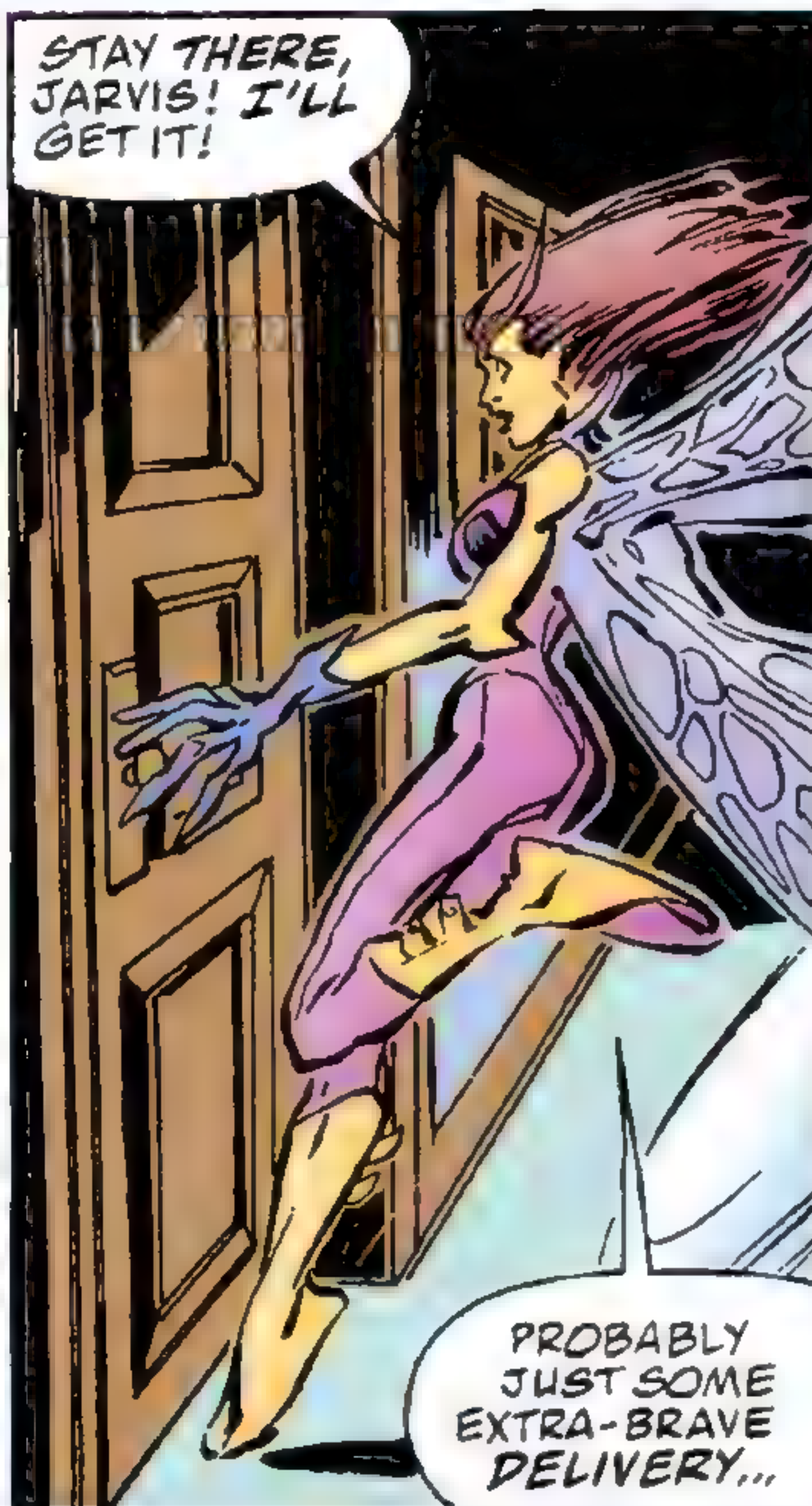
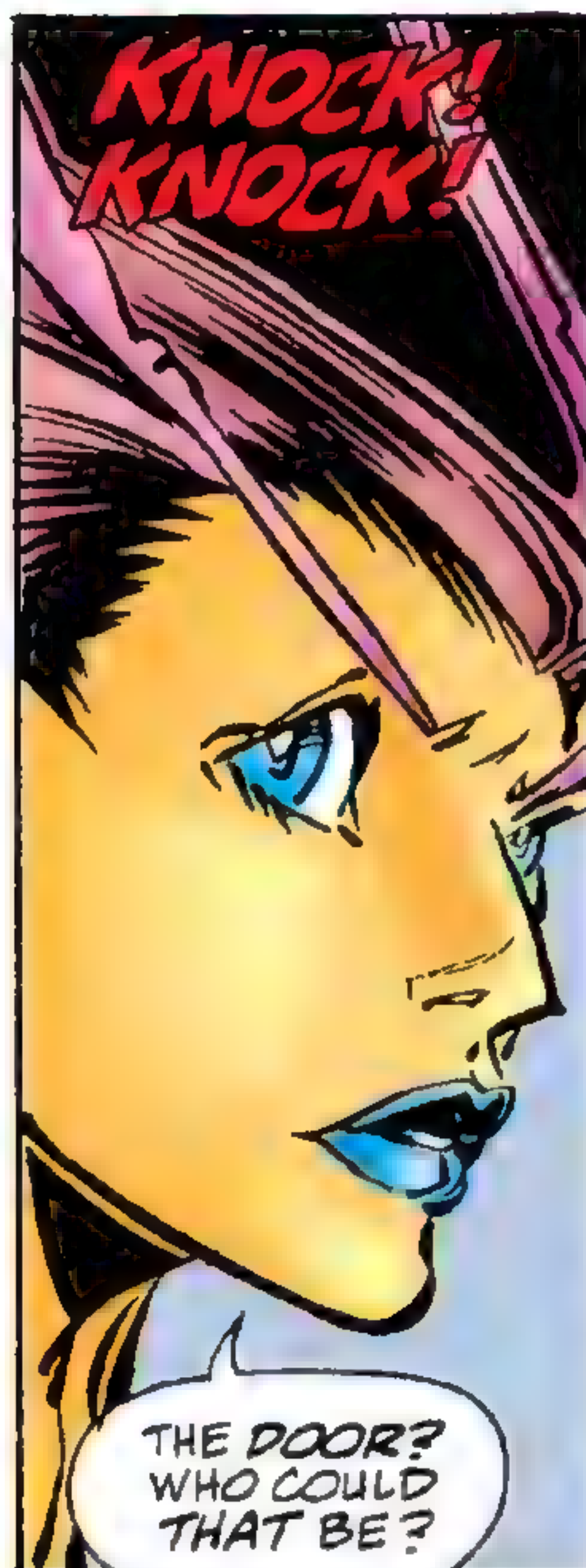
YOUR VERY BEST FRIEND...

FOR AN INSTANT, FRANKLIN VIEWS HIS NEW COMPANION WITH SUSPICION--

--BUT THEN, A COMFORTING WAVE OF SERENITY WASHES OVER HIM--

--AND SLOWLY, ALMOST HESITANTLY, HE BEGINS TO SMILE!





THE **EVOLUTION** OF THE MARVEL UNIVERSE BEGINS HERE!

MARVEL
COMICS



PRIDE



FORTY-FIVE MINUTES
FROM NOW

ALEX?!

KURT?

SEAN?

CABLE...
ANYONE?!

THE MANSION HAS SUSTAINED MASSIVE DAMAGE. I DON'T EVEN KNOW IF THIS TRANSMISSION IS BEING RECEIVED.

IF YOU CAN HEAR ME -- YOU NEED TO KNOW WHAT HAPPENED HERE.

THE X-MEN HAVE BEEN HIT HARD... WORSE, WE WERE TAKEN TOTALLY UNAWARE.

BOTH TEAMS -- BLUE AND GOLD -- HAVE BEEN DECIMATED!

IF YOU RESPOND TO THIS DISTRESS CALL, BE ADVISED THAT MANSION SECURITY HAS BEEN DEACTIVATED FROM WITHIN!

AS HARD AS IT IS FOR ME TO SAY THIS... YOU NEED TO KNOW... WE'VE BEEN BETRAYED... BY ONE OF OUR OWN!

INCREDIBLE AS IT SOUNDS... PROFESSOR XAVIER... HAS GONE INSANE.

THE MOST POWERFUL PSI ON THE PLANET IS NO LONGER IN CONTROL OF HIS MUTANT ABILITY!

AS NEAR AS I CAN TELL... JUGGERNAUT... WAS THE FIRST TO DIE.

I'M THE ONLY ONE LEFT STANDING WHO CAN MAKE THIS MESSAGE... AND HE'S SEEN TO IT THAT MY POWER'S NEGATED.

IT'S OUR OWN FAULT, REALLY... AFTER WHAT I SAW IN HIS MIND...

... WE SHOULD NEVER HAVE TRUSTED THAT THERE WERE NO AFTER-EFFECTS FROM PROFESSOR XAVIER SHUTTING DOWN MAGNETO'S MIND!

WE KNEW SO LITTLE ABOUT THE PSIONIC DAMAGE THAT WOULD RESULT FROM --

WAIT! I... SENSE...

... HE'S HERE.

BRBAM!

YOU?!

OF
COURSE,
CHILD.

DID
YOU TRULY
BELIEVE, EVEN FOR
AN INSTANT, THAT
YOU WOULD ESCAPE
THE SAME FATE
WHICH BEFELL THE
REST OF YOUR
TEAM?

I DON'T
BELIEVE
YOU -- I CAN'T
BELIEVE
YOU!



YOU
MAY HAVE
KILLED THE
X-MEN...

... BUT THE
DREAM WILL
NEVER...!



... DIE?

ON THE
CONTRARY,
JEAN GREY-
SUMMERS.

BRRRZZATZ!

THE
DREAM IS
DEAD.

TRAITOR TO THE CAUSE

SCOTT AND MARK ADAM AND DAN PASCUAL AND ART
LOBDELL WAID KUBERT GREEN FERRY THIBERT

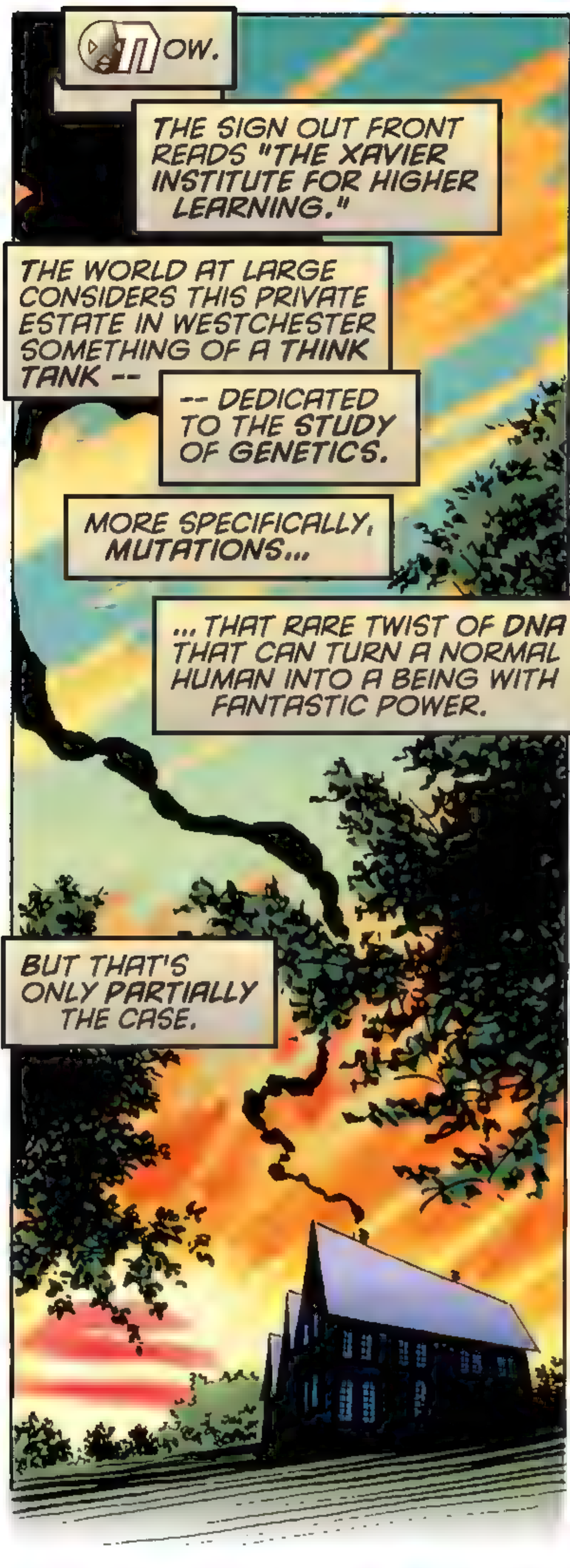
STORY

ART

ART ASSISTS

RICHARD STARKINGS AND COMICRAFT LETTERING STEVE BUCCELLATO AND TEAM BUCCE! COLOR ART

BOB
HARRAS
EDITOR
IN CHIEF



Now.

THE SIGN OUT FRONT
READS "THE XAVIER
INSTITUTE FOR HIGHER
LEARNING."

THE WORLD AT LARGE
CONSIDERS THIS PRIVATE
ESTATE IN WESTCHESTER
SOMETHING OF A THINK
TANK --

-- DEDICATED
TO THE STUDY
OF GENETICS.

MORE SPECIFICALLY,
MUTATIONS...

... THAT RARE TWIST OF DNA
THAT CAN TURN A NORMAL
HUMAN INTO A BEING WITH
FANTASTIC POWER.

BUT THAT'S
ONLY PARTIALLY
THE CASE.



THIS PLACE
IS ALSO A
RESIDENCE.

A HOME.

A SANCTUARY, AS WELL
AS A HEADQUARTERS
FOR THE MUTANTS
KNOWN AS THE X-MEN.

IT ALL BEGAN
WITH THIS MAN.



PROFESSOR CHARLES
FRANCIS XAVIER...

... A MUTANT POSSESSED
OF THE MOST POWERFUL
MIND ON THE PLANET.

A MAN BRAVE
ENOUGH TO
LIVE BY THE
STRENGTH OF HIS
CONVICTIONS.



"ANY-
THING WORTH
HAVING..."

"... IS
WORTH
FIGHTING
FOR."



THOSE WERE THE
WORDS -- WEREN'T
THEY, ERIC?

BUT
WE WERE
YOUNG
THEN.

IDEALISTIC.



STUPID!

WE
THOUGHT WE
WERE GOING TO
CHANGE THE
WORLD, YOU
AND I!

INSTEAD...



... THE
WORLD
CHANGED
US.

AND AS THE FLAME AND
SMOKE RISE TO ENVELOP
AND CONSUME THE PAST --

-- SO TOO DO PROFESSOR XAVIER'S THOUGHTS REACH OUT ACROSS THE GROUNDS TO CONNECT WITH...

ROBERT DRAKE,
ICEMAN

SAM GUTHRIE,
CANNONBALL

Dr. HENRY McCOY,
THE BEAST

LOGAN,
WOLVERINE

REMY LeBEAU,
GAMBIT

ORORO MUNROE,
STORM

BISHOP

SCOTT SUMMERS,
EYELOPS

JEAN GREY-SUMMERS,
PHOENIX

COME
TO ME, MY
FORMER
STUDENTS.

COME
TO ME...

... MY X-MEN.
WHAT'S UP, SIR?
WE WERE SEARCHIN' THE GROUNDS FOR THE JUGGERNAUT LIKE YA TOLD US TO...
... SO WHY CALL OFF THE SEARCH?

AS I HAVE EXPLAINED, THE THREAT POSED BY MY STEP-BROTHER HAS BEEN NEGATED.
RIGHT NOW, WE HAVE MORE IMMEDIATE CONCERNS.

A CRISIS... A LITTLE... CLOSER TO HOME.
DAT'S EASY FOR YOU T'SAY, PROFESSOR.

YOU AIN'T DE ONE WHAT NEARLY HAD HIS SPLEEN HANDED TO HIM LIKE ME AND BISHOP DID WHEN JUGGERNAUT AMBUSHED US.

GIVE THE PROFESSOR A MOMENT TO GATHER HIS THOUGHTS, REMY.

HE HAS BEEN UNDER TREMENDOUS STRAIN AS OF LATE.

HE'S NOT THE ONLY ONE, STORM.
SINCE I REPLACED YOUR WORLD'S VERSION OF THE BEAST --
-- I'VE BEEN INVOLVED IN ONE LIFE-THREATENING SCENARIO AFTER THE NEXT.

I'M BEGINNING TO QUESTION THE WISDOM OF MY PLAN TO AVOID THE TWISTED GENIUS KNOWN AS SINISTER BY HIDING AMONG THE X-MEN.

JEAN?!

JEAN -- YOU'RE HERE! YOU'RE ALL RIGHT?

WHEN OUR TELEPATHIC BOND WAS SEVERED NEARLY HALF AN HOUR AGO... I WAS CONCERNED.

DON'T, JEAN.

DON'T TELL HIM... EVEN THOUGH IT'S BREAKING YOUR HEART.

DON'T EVEN THINK ABOUT IT.

NOT NOW.

NOT YET.

I'M THE ONLY ONE WHO KNOWS THE TRUTH...

I'M THE ONLY ONE WHO STANDS ANY CHANCE AT ALL OF STOPPING WHAT IS ABOUT TO HAPPEN.

IF I ALLOW MY TELEPATHIC SHIELDING TO LAPSE -- EVEN FOR A MOMENT -- THEN THIS FIGHT MIGHT BE OVER BEFORE IT HAS EVEN BEGUN.

SEE **THE X-MEN** #334 - Bob.



JEAN, WHA ---?!

NOT NOW, SCOTT. PLEASE.

BUT --

TRUST ME?

ALWAYS.



TRUST.

THAT'S WHAT THE X-MEN HAVE ALWAYS BEEN ABOUT...

... SINCE THE VERY FIRST DAY PROFESSOR XAVIER STARTED GATHERING YOUNG MUTANTS AND TRAINING US IN THE USE OF OUR POWERS.

THROUGH THE YEARS -- WHEN IT SEEMED THE ENTIRE WORLD FEARED AND HATED US -- WE WERE ALWAYS THERE FOR EACH OTHER.



BUT NOW...?

HAS ALL THAT CHANGED?

I'D LIKE TO BELIEVE IT HASN'T -- BUT TOO MUCH HAS HAPPENED IN THE PAST SEVERAL WEEKS.

FROM THE MOMENT WHEN JUGGERNAUT FELL TO EARTH, BATTERED AND BROKEN.

THE ONLY CLUE TO HIS CONDITION WAS A SINGLE WORD.

"ONSLAUGHT."

THEN THERE WAS POST -- THE BEING WHO PROFESSED TO BE "TESTING" US FOR OUR INEVITABLE CONFRONTATION WITH ONSLAUGHT.

FINALLY, ONLY MOMENTS AGO...

... WITH CAIN MARKO'S COOPERATION, I REACHED INTO JUGGERNAUT'S MIND AND FINALLY LEARNED THE TRUTH ABOUT OUR UNSEEN ENEMY.

AND ALMOST IMMEDIATELY WISHED I HADN'T...



PART OF ME REALIZES I *SHOULD* TELL THE OTHERS WHAT I HAVE LEARNED.

MAYBE WE CAN *STRIKE* AT ONSLAUGHT *BEFORE* HE REVEALS HIS *HAND*.

BUT IF WE HAVE ANY *ADVANTAGE* AT ALL -- NO MATTER HOW *SLIM* --

-- IT'S THE FACT THAT I KNOW WHO THE *ENEMY* IS... WHILE *HE'S* NOT *AWARE* I KNOW.

YET.

THAT AFFORDS US AN EXTREMELY *NARROW WINDOW* OF *OPPORTUNITY*.

IF I CAN *SUBTLY* PROBE ONSLAUGHT -- FOR ANY *WEAKNESS* IN HIS *PSIONIC DEFENSES*...

... IT WILL *JUSTIFY* THE RISK TO WHICH I'M *EXPOSING* THE OTHERS.



WHAT'S DE *DEAL*, PROFESSOR?

Y'CALL US ALL IN HERE TO WATCH YOU *DOZE OFF*?

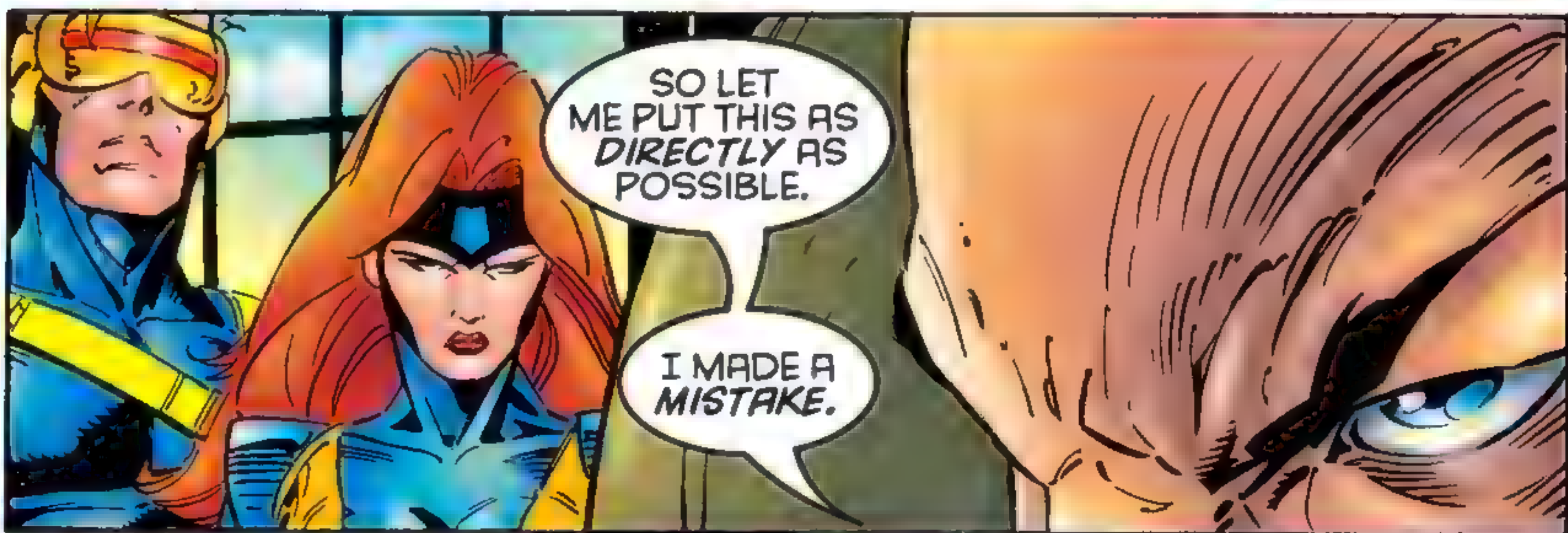
NOTHING COULD BE *FARTHER* FROM THE TRUTH, GAMBIT.

IN MANY WAYS, I HAVE NEVER FELT MORE *AWAKE*. IT IS AS IF I HAVE FINALLY *AWOKEN* FROM...

... FROM A DREAM.

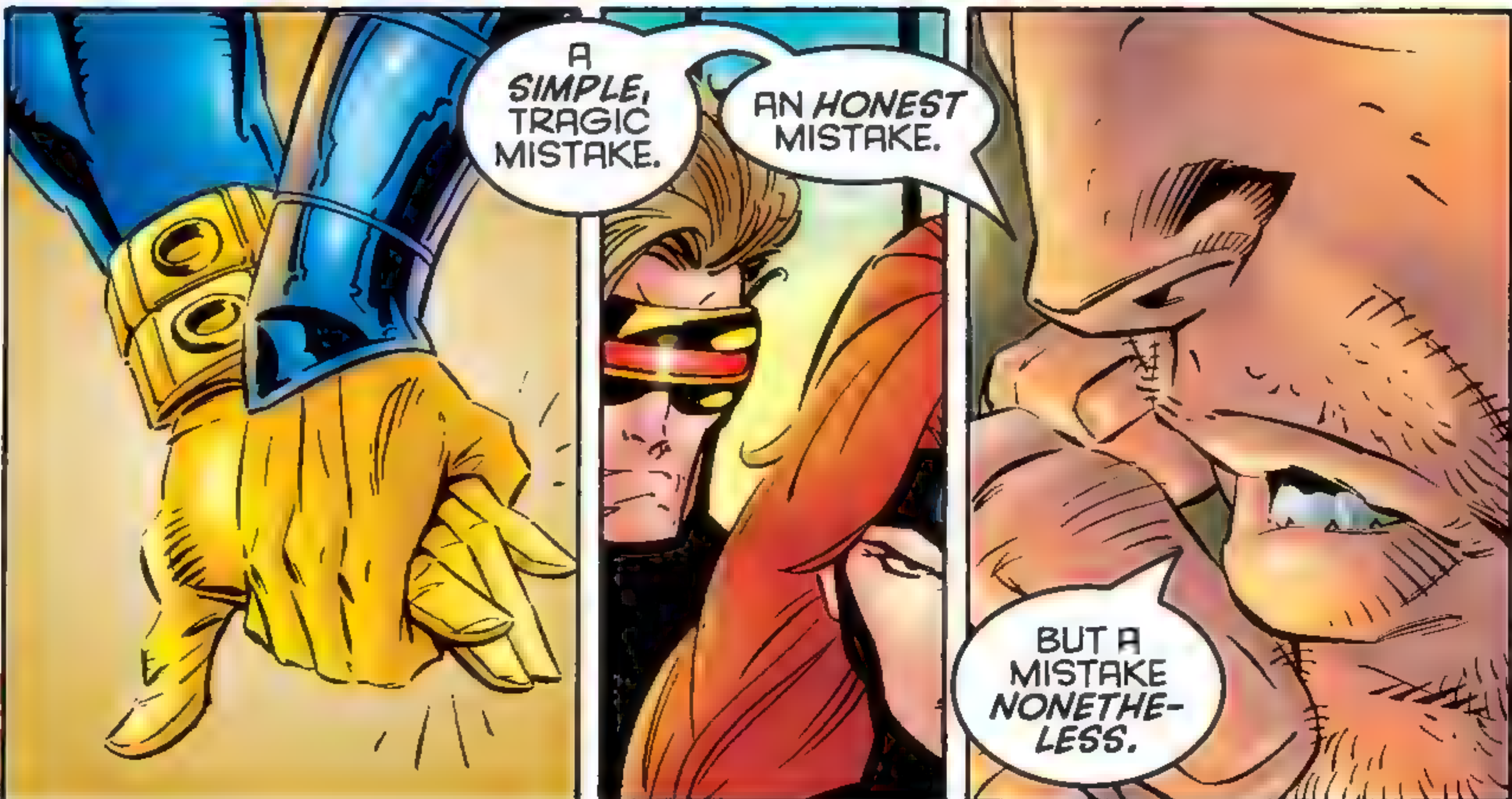
YER BEIN' *CRYPTIC*, CHUCK.

PERHAPS, LOGAN.



SO LET ME PUT THIS AS *DIRECTLY* AS POSSIBLE.

I MADE A *MISTAKE*.



A *SIMPLE*, TRAGIC MISTAKE.

AN *HONEST* MISTAKE.

BUT A MISTAKE *NONETHE-LESS*.

I BELIEVED IN US.

I BELIEVED THAT IF WE, AS MUTANTS, COMPORTED OURSELVES WITH PRIDE AND DIGNITY...

... IF WE SOMEHOW KEPT THE HUMANS FROM DRAGGING US THROUGH THE MUD OF THEIR GENETIC INSECURITIES...

... THAT WE COULD FORGE A BETTER WORLD FOR ALL OUR RACES.

I BELIEVED THAT BY TAKING HUMANITY BY THE HAND WE COULD LEAD IT LIKE A FRIGHTENED CHILD OUT OF THE DARKNESS OF IGNORANCE --

-- AND INTO THE LIGHT OF THE MILLENNIUM RISING.

BUT, AS I'VE SAID, I WAS WRONG.

LOOK AROUND YOU, X-MEN.

LOOK AT THE TRAGIC MESS THE WORLD HAS BECOME WHILE WE'VE SAT HERE IN THE SAFETY AND COMFORT OF THIS MANSION --

-- CONVINCING OURSELVES WE'VE BEEN DOING SOME GOOD.

WHERE ONCE MOBS WERE CONTENT TO SIMPLY CHASE A MUTANT DOWN AND INCARCERATE THEM, NOW THE HUMANS ARE BEATING OUR KIND TO DEATH IN THE STREETS.

NOW, THEY SEEK TO JUSTIFY THEIR PETTY COWARDICE BY HIDING BEHIND THE THREAT OF THE LEGACY VIRUS --

-- APPARENTLY EITHER UNWILLING OR UNABLE TO ACCEPT THE REALITY THAT THE DISEASE WAS GENETICALLY-DESIGNED TO DECIMATE THE HOMO SUPERIOR POPULACE ALONE.

NOT THAT OTHER LESS-ENLIGHTENED MUTANTS ARE DOING ANYTHING TO HELP OUR CAUSE.

FOR EVERY MURDERING PACK OF GENE NATIONALS, THERE IS A NEWER, DEADLIER SENTINEL IN MASS PRODUCTION.

BOTH SIDES ESCALATE THE CONFLICT EVERY DAY.

FOR EVERY EXODUS AND ACOLYTE AND EMPLATE, THERE IS AN X-CUTIONER OR GRAYDON CREED OR ZEALOT MEMBER OF THE FRIENDS OF HUMANITY.

BUT ALL THAT CHANGES.

TODAY.

I HAVE DECIDED IT IS TIME WE TAKE CONTROL AND RESOLVE THESE PROBLEMS.

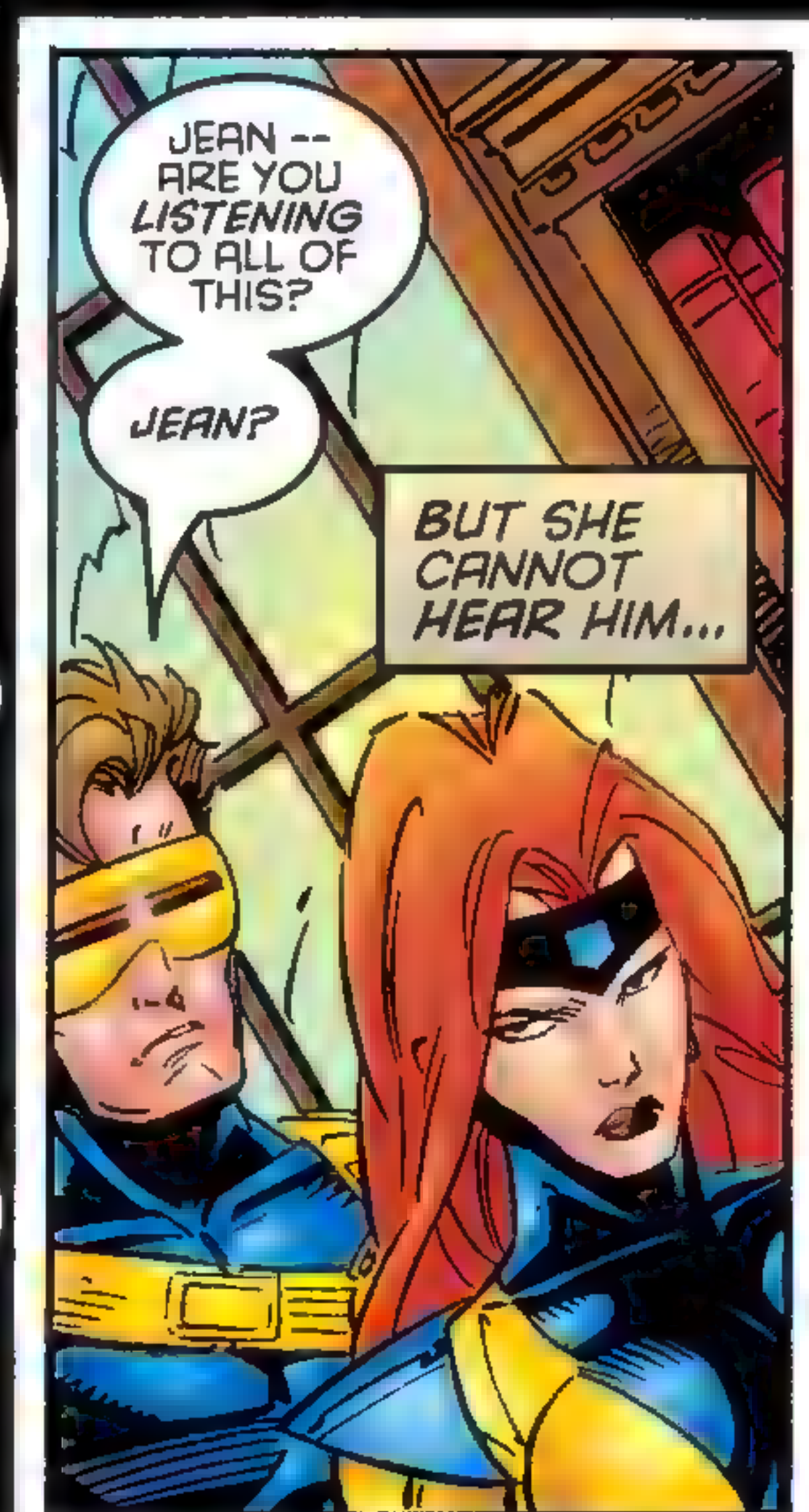
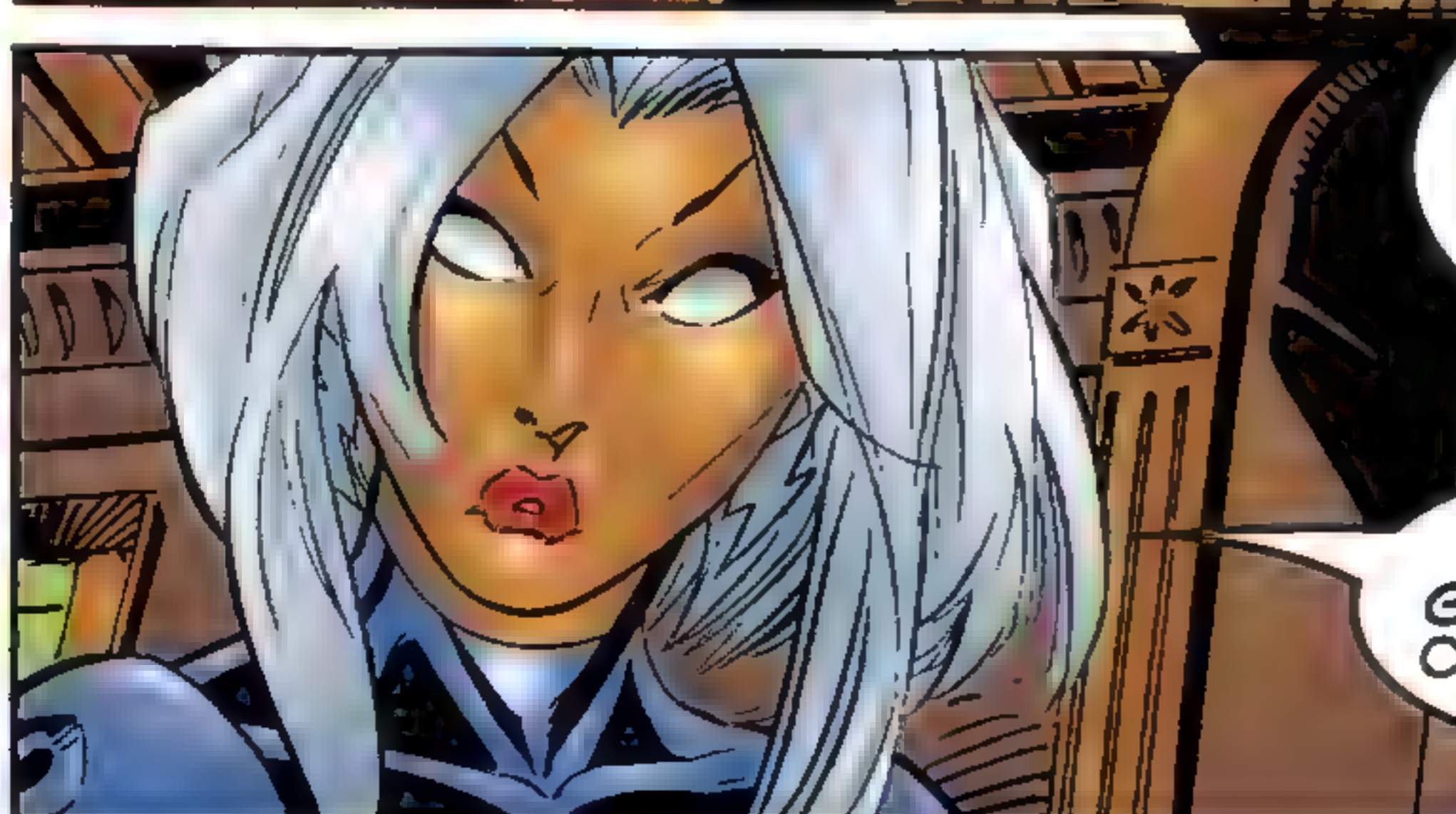
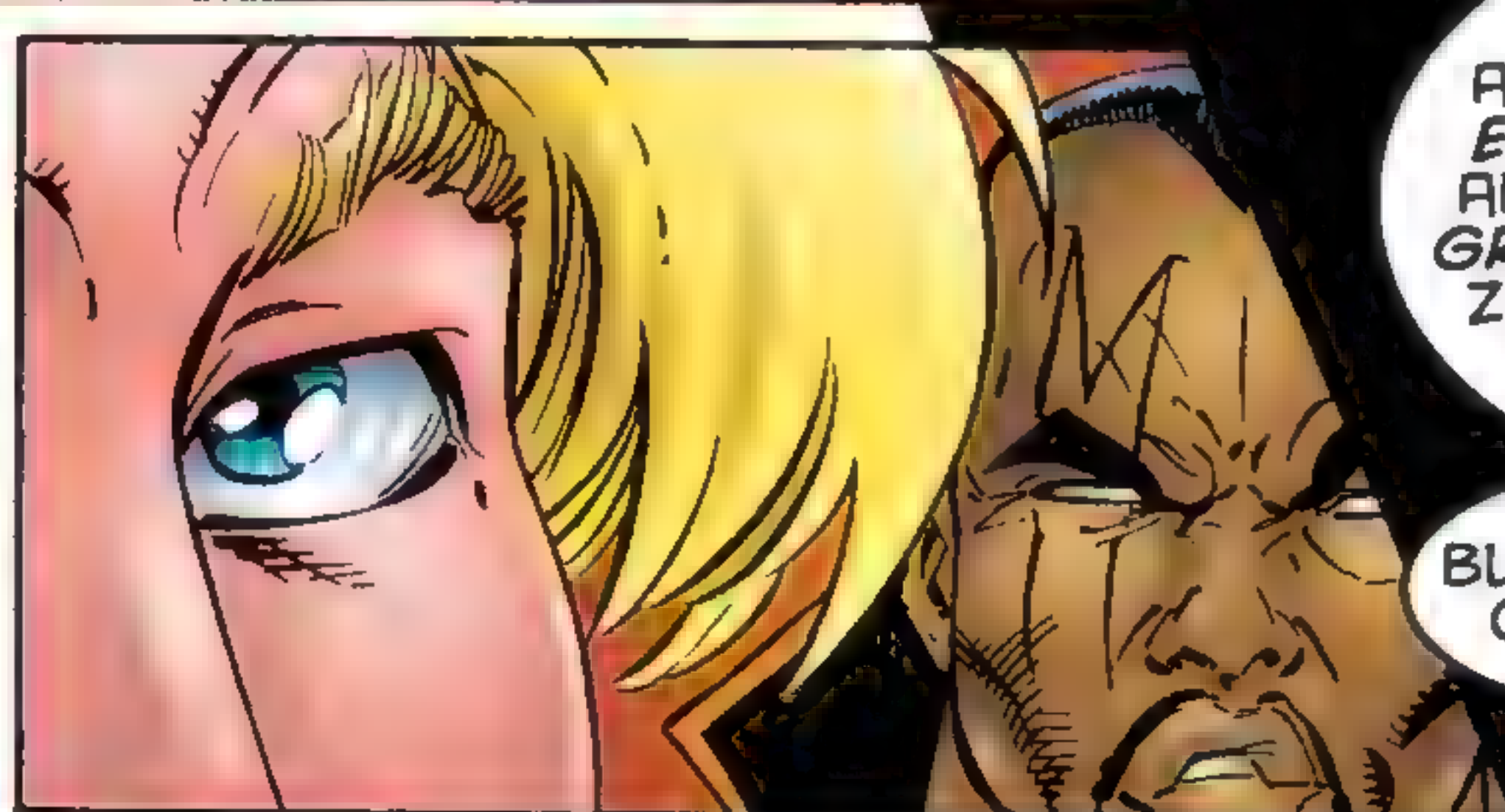
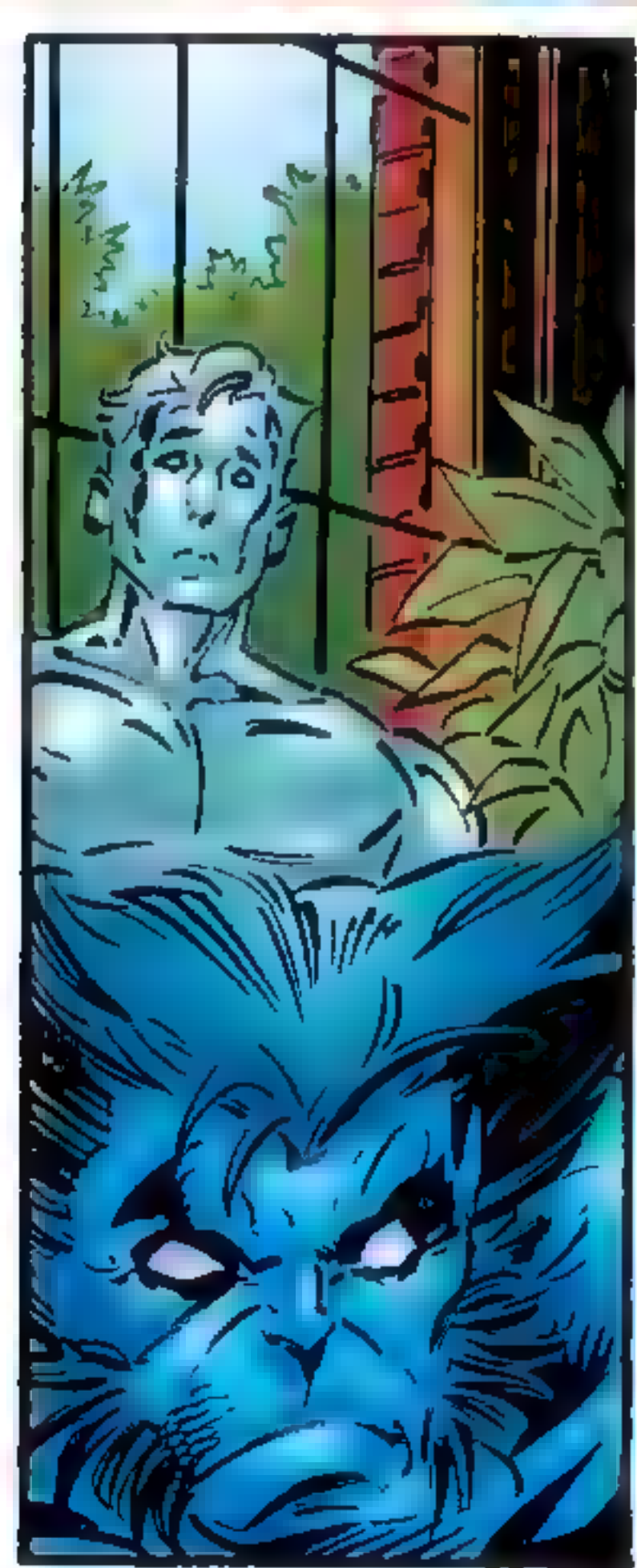
ONCE AND FOR ALL.

BY THE GODDESS, CHARLES...

JEAN -- ARE YOU LISTENING TO ALL OF THIS?

JEAN?

BUT SHE CANNOT HEAR HIM...



... FOR PHOENIX'S MIND IS SOMEWHERE ELSE AT THE MOMENT.

COME ON, PROFESSOR.

I KNOW YOU'RE IN THERE... SOMEWHERE...

BUT THE HARDER I PSIONICALLY PROBE HIS MIND --

-- THE GREATER THE RISK I POSE TO MYSELF AND THE OTHERS.

I'M LOCKED OUT.

WORSE YET, WHILE PROFESSOR XAVIER TAUGHT ME EVERYTHING I KNOW ABOUT TELEPATHY...

... HE VERY CLEARLY DIDN'T TEACH ME EVERYTHING HE KNOWS.

AND IF HE DOESN'T LET ME INSIDE ON HIS OWN --

-- IT'S NOT GOING TO HAPPEN.

I'VE KNOWN YOU... TOO LONG... TO BELIEVE...

... YOU'VE FALLEN... THIS FAR.

THINK, JEAN. WHAT ARE YOUR OPTIONS?

WITH ALL DUE RESPECT, BUB... WHAT DO YA FLAMIN' MEAN BY "TAKIN' CONTROL"?

GOOD QUESTION.

IN THE SIMPLEST OF TERMS, I'M TALKING ABOUT TENDING THE FLOCK... ABOUT HELPING PEOPLE WHO CAN'T FIND IT IN THEMSELVES TO HELP THEMSELVES.

SIR, MAYBE IT'S JUST ME... BUT THIS DOESN'T SOUND MUCH LIKE YOU.

I AGREE WITH SAMUEL, CHARLES.

I THINK WE ALL DO.

MAYBE... MAYBE THIS ISN'T THE DISASTER I THOUGHT IT WOULD BE.

YES, THE PROFESSOR SEEMS A LITTLE "OFF", BUT AT LEAST HE'S TALKING.

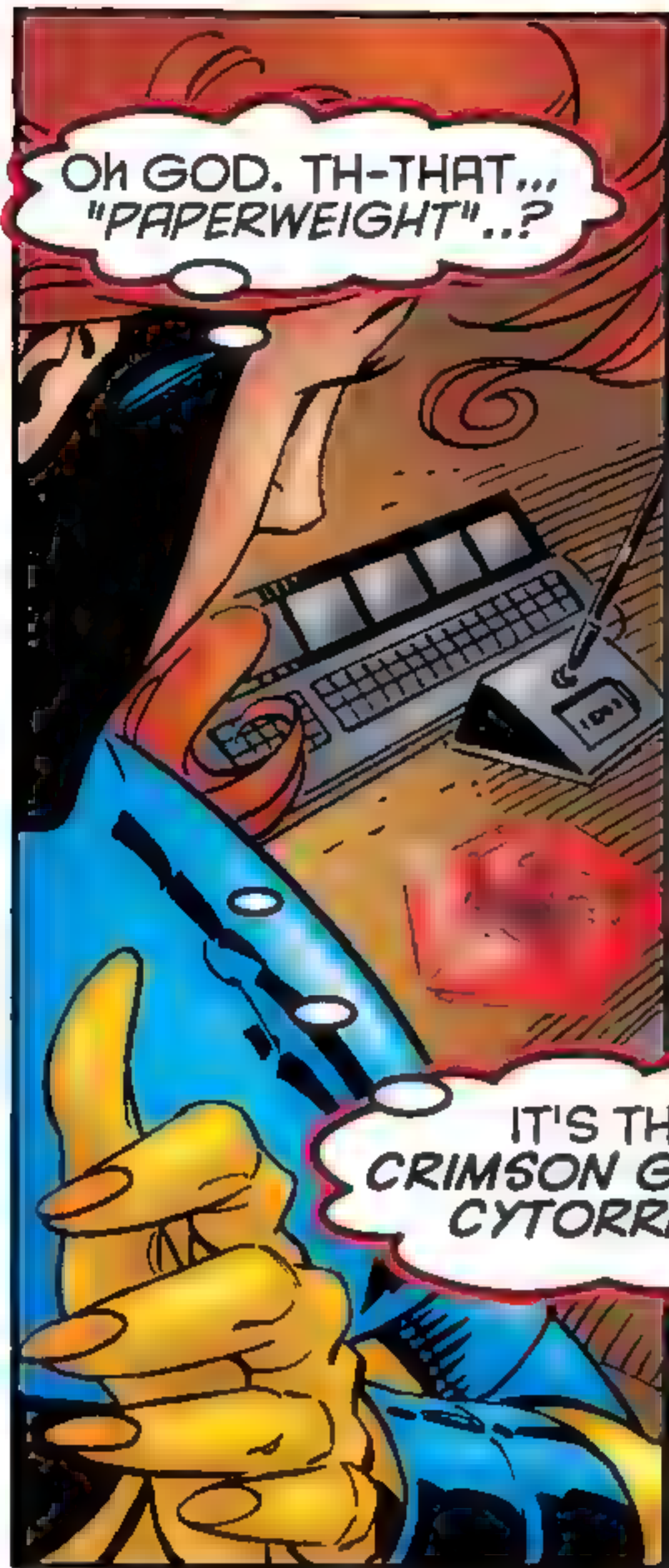
COULD IT BE THAT THIS HAS BEEN ABOUT ONSLAUGHT TOYING WITH ME LIKE HE DID YESTERDAY?

HE CERTAINLY COULD HAVE PLACED THOSE THOUGHTS I FOUND IN JUGGERNAUT'S MIND.

SEE **WOLFE** **ROB**

I MEAN, AS IT IS... JUGGERNAUT SEEMS TO HAVE MANAGED...

... TO... ... ESCAPE?



OH GOD. TH-THAT...
"PAPERWEIGHT"...?

IT'S THE
CRIMSON GEM OF
CYTORRAK!



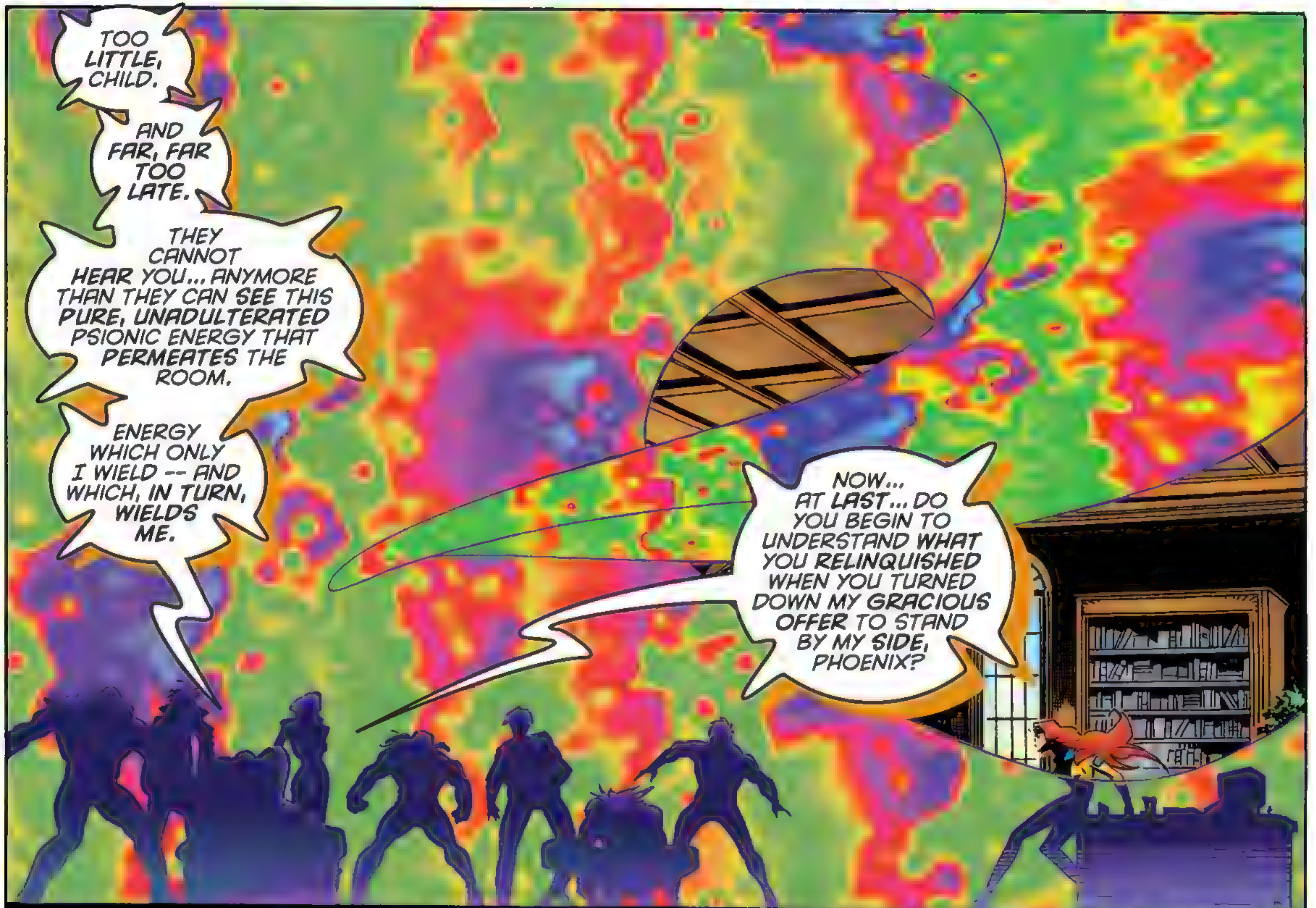
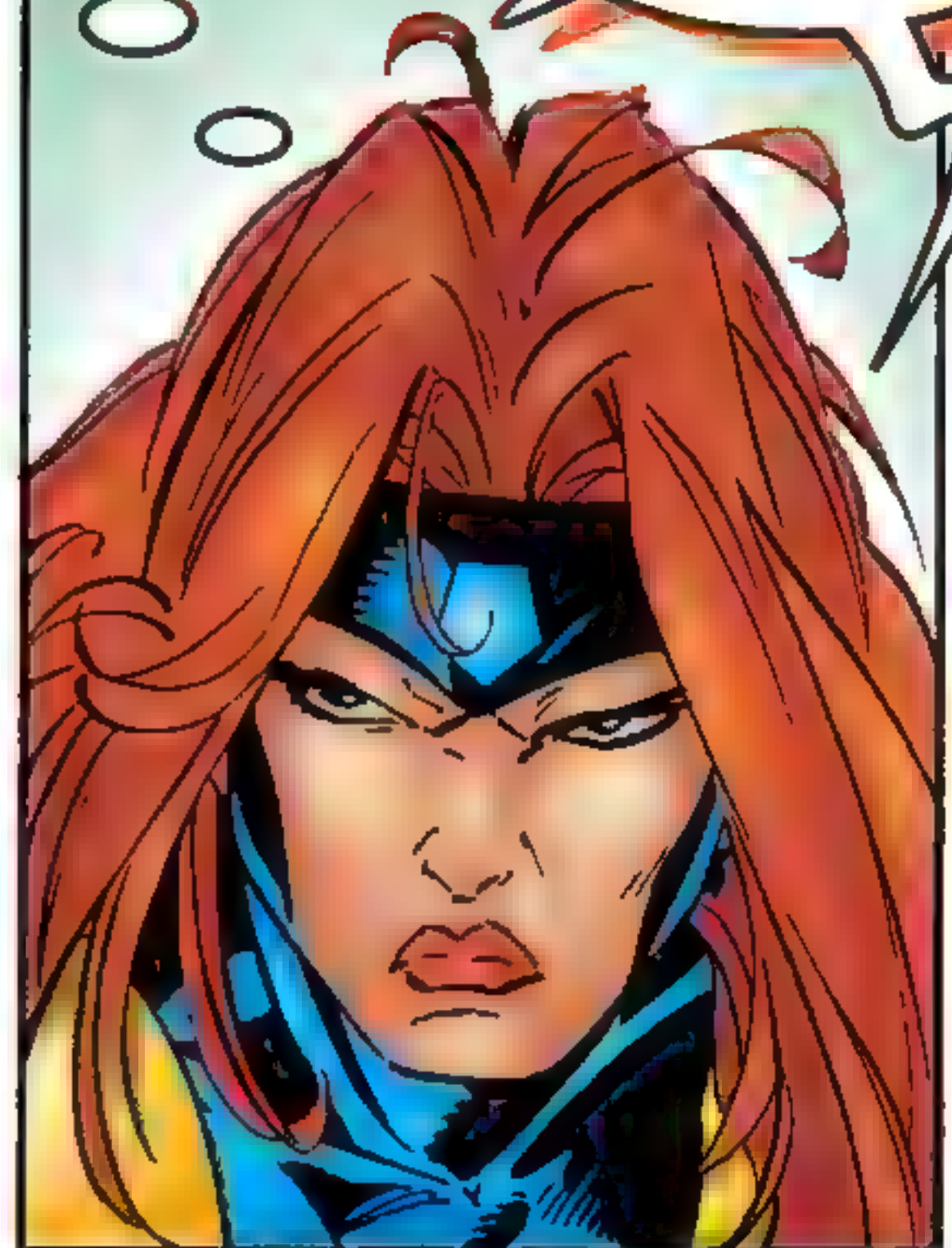
THE
SOURCE OF
CAIN MARKO'S
POWER!

THAT
CAN ONLY
MEAN
JUGGERNAUT
IS LOST TO
US.

THAT...
AND
ONSLAUGHT
HAS BEEN
PLAYING ME
FOR A
FOOL.

SCOTT?

EVERY-
ONE -- WE
HAVE TO ACT...
NOW!



TOO
LITTLE,
CHILD.

AND
FAR, FAR
TOO
LATE.

THEY
CANNOT
HEAR YOU... ANYMORE
THAN THEY CAN SEE THIS
PURE, UNADULTERATED
PSIONIC ENERGY THAT
PERMEATES THE
ROOM.

ENERGY
WHICH ONLY
I WIELD -- AND
WHICH, IN TURN,
WIELDS
ME.

NOW...
AT LAST... DO
YOU BEGIN TO
UNDERSTAND WHAT
YOU RELINQUISHED
WHEN YOU TURNED
DOWN MY GRACIOUS
OFFER TO STAND
BY MY SIDE,
PHOENIX?



PROFESSOR
X, PLEASE!

LISTEN
TO ME --
FIGHT
HIM!

FIGHT
ONSLAUGHT'S
CONTROL OVER YOU
BEFORE...

...



SILENCE.



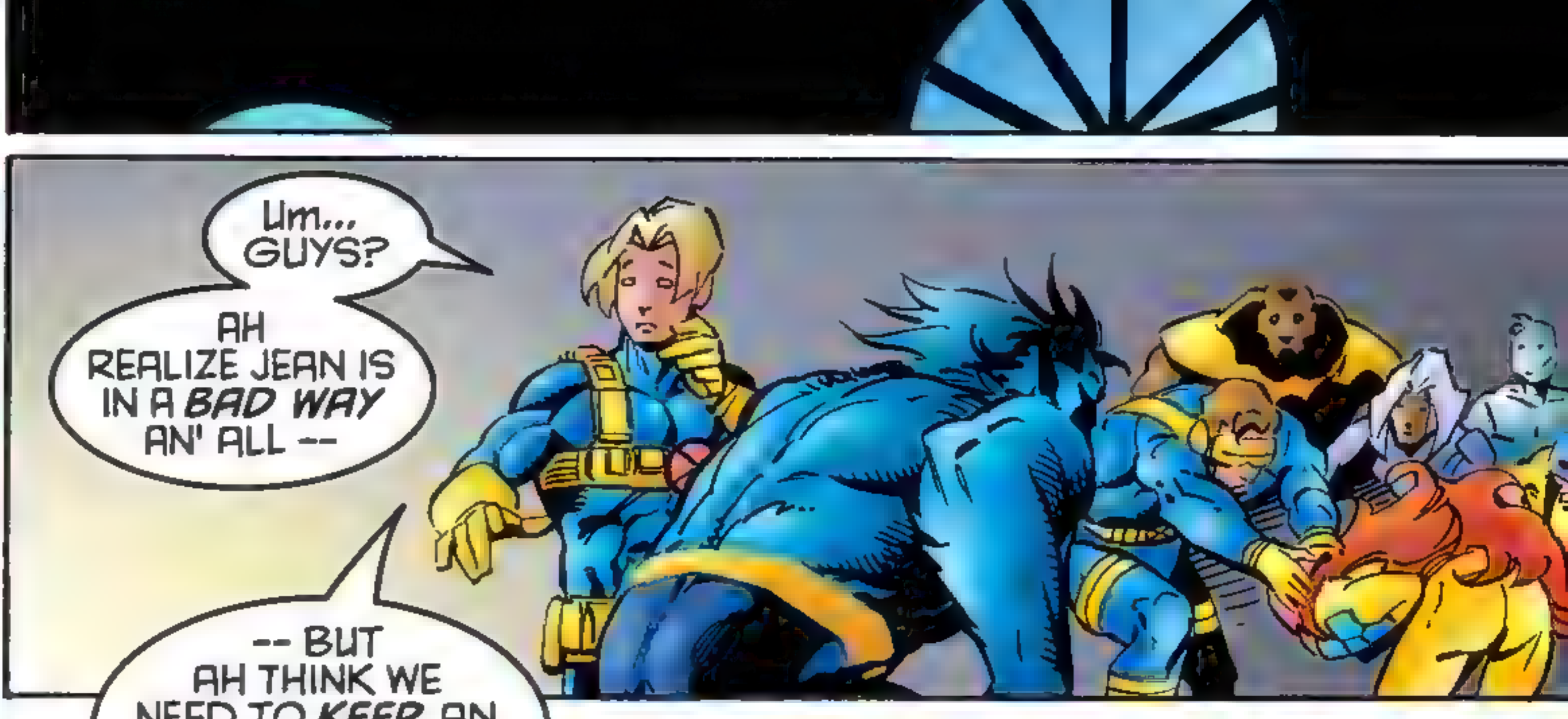
URMPH!

JEAN?!

WHAT IS DAT ---?

CONSIDER IT SOMETHING OF A PSIONIC "MUZZLE".

I ENDURED PHOENIX'S PATHETIC PROBES UNTIL THEY NO LONGER AMUSED ME.



Um... GUYS?

AH REALIZE JEAN IS IN A BAD WAY AN' ALL --

-- BUT AH THINK WE NEED TO KEEP AN EYE ON PROFESSOR XAVIER, AS WELL.



WERE THAT THERE WAS A "PROFESSOR XAVIER" TO ATTEND TO, X-MEN.

AS YOU CAN SEE, HOWEVER, THAT IS NO LONGER THE CASE.

FROM NOW AND FOREVER MORE, THERE IS ONLY...

...ONSLAUGHT!



PUHH!

WHA- WHAT
HAVE YOU
DONE WITH THE
PROFESSOR?!

YOU
ARE **CONFUSED**,
SHEEP.

IN FACT,
I DID **NOTHING**
TO XAVIER. RATHER...
HE DID SOMETHING
TO ME.

HE
CREATED
ME.

IN HIS
OWN WAY,
HE CREATED ME
TO DO WHAT HE
ALONE COULD
NOT.

I WAS
FORGED WITHIN
THE **CRUCIBLES** OF HIS
FEAR, HIS **FRUSTRATION**, HIS
RAGE AT THE **INJUSTICES**
HE SAW **PERPETRATED**
AGAINST HIS
PEOPLE!

I WAS
NURTURED BY HIS
EVERY **DARKEST**
DESIRE... FOR **REVENGE**...
FOR **CONTROL**... FOR
POWER -- INCUBATED IN
THE **SUPPRESSION**
OF THOSE
EMOTIONS.

I AM
ALL OF
THAT AND
MORE.

I AM
AN **ONSLAUGHT**
WHICH, ONCE
UNLEASHED, CAN
NOT STAND
ABATED.



WE
AIN'T
BUYIN'
IT.

NOBODY
EVER CLAIMED
XAVIER WAS A
SAINT -- LEAST
OF ALL CHUCK
HIMSELF!

THERE'S
MORE HERE
THAN YOU'RE
SPILLIN',
BUB.

MUCH MORE,
WOLVERINE.

MORE
THAN YOU
CAN POSSIBLY
IMAGINE.



NOW COME,
FOLLOW ME AS
YOU FOLLOWED
XAVIER BEFORE
ME.

WE
HAVE A
WORLD WHICH
WE MUST SET
RIGHT.

AND
HOW DO YOU
PROPOSE WE
ACCOMPLISH
THIS GOAL,
ONSLAUGHT?

BY
FORCING
OUR WILL --
YOUR WILL --
UPON THE WEAK,
UPON A PEOPLE
WITHOUT
POWER?

FREE WILL
IS A PRIVILEGE,
SHEEP. IT IS NOT
A "RIGHT" THAT
HUMANS NEED TO
BE ALLOWED TO
CONTINUE TO
ABUSE.

FOR
SOMEONE WHO
PROFESSES TO BE
THE CREATION OF
PROFESSOR
XAVIER...

... YOU
SOUND
SURPRISINGLY
MORE LIKE
MAGNETO, THE
MASTER OF
MAGNETISM!

YOU **DOUBT**
ME?

YOU DON'T
BELIEVE I AM THE
ONE WHO TRAINED YOU
ALL -- THE ONE WHO
KNOWS YOU BETTER
THAN YOU KNOW YOUR-
SELVES?

WITH BUT
A THOUGHT, I
CAN REDUCE
WOLVERINE TO
THE MENTAL
STATE OF A
FRIGHTENED
CUB!

I CAN
PROMPT
ICEMAN TO
REARRANGE HIS
BODY ON A
MOLECULAR
LEVEL!

I CAN
FORCE STORM
TO BELIEVE SHE
IS STILL A CHILD --
STILL BURIED UNDER
TONS OF STONE
AND STEEL!

MOTHER--?!

FATHER...
PLEASE!
HELP ME!

ENOUGH!

THIS MAY BE THE MOST DIFFICULT THING I'VE EVER HAD TO DO --

-- TO USE MY OPTIC BLAST TO LASH OUT AT THE PROFESSOR, IF INDEED THAT IS HIM ENCASED IN THE ONSLAUGHT ARMOR --

-- BUT IN MANY WAYS, IT IS ALSO THE CULMINATION OF YEARS OF TRAINING TO BE PREPARED FOR ANYTHING!

KRAKT

UMMP!

YOU'VE MANAGED TO SURPRISE ME, CYCLOPS!

I DIDN'T BELIEVE YOU HAD IT IN YOU TO LASH OUT AT XAVI --

-- TO LASH OUT AT ME.

IF YOU CAN HEAR ME -- WHEREVER YOU ARE INSIDE THERE -- YOU HAVE TO KNOW THAT WE'LL FIGHT YOU.

AS PAINFUL AS IT MAY BE TO STAND UNITED AGAINST YOU... WE WON'T STOP UNTIL YOU'RE DEFEATED.

COUNT ON THAT, BUB!

YOU TRULY DO NOT COMPREHEND WHAT HAS HAPPENED, DO YOU?!

ANY OF YOU?!

I AM AS MUCH PROFESSOR XAVIER AS I AM MMM --

-- AS I AM ONE OTHER!

THIS IS THE ONLY REASON I DID NOT USE MY PSIONIC MIGHT TO DESTROY YOU ALL WITH A SINGLE THOUGHT!

THERE IS A PART OF ME -- OF XAVIER -- THAT WANTS TO BELIEVE HIS LIFE'S WORK WAS NOT IN VAIN...

... HE WANTS TO BELIEVE YOU WILL HELP HIM -- HELP ME -- FOLLOW ME -- AS YOU HAVE BEEN TRAINED TO DO FROM THE MOMENT OF YOUR INDOCTRINATION INTO THE X-MEN!

NOW, THERE ARE OTHER THINGS I NEED DO BEFORE I DEPART THIS PLACE.

JEAN?

I CAN'T MOVE, SCOTT... NONE OF... US CAN...

IT IS MY SINCEREST HOPE THAT WHEN I RETURN AND AM PREPARED TO LEAVE -- AT LEAST SOME OF YOU WILL COME TO YOUR SENSES!

IT'S AS IF THESE ARE THE PROFESSOR'S POWERS...

... BUT HE'S USING THEM IN A CRUEL -- PAINFUL -- WAY!

MEANS WE HAVE TO FIGURE OUT A WAY...

... TO USE OUR POWERS JUST AS...

...CREATIVELY...



WHA --?!

THAT
GLOW... COMING
FROM THE
FLOOR?

WHATEVER IT
IS, IT'S MANAGED
TO CREATE SOME
KIND OF INTERFERENCE
BETWEEN US... AND
ONSLAUGHT'S
PSIONIC GRIP!

WE'RE
FREE TO MOVE
AGAIN.

THAT'S THE
GOOD NEWS,
CYCLOPS.

THE BAD
NEWS IS...
IT AIN'T
STOPPIN'!

IF SAM GUTHRIE
MANAGED TO
ACTUALLY FINISH
HIS THOUGHT --

-- IT WAS SWALLOWED UP BY THE
SOUND OF THE FLOORBOARDS
RELEASING BIO-GENETICALLY
CHARGED KINETIC ENERGY.

OKAY --
SO IT MIGHT'VE
BEEN A PETIT
EXTREME, MES
AMIS...

... YOU
GOT TO ADMIT
IT WAS EFFECTIVE,
IN A DOWN-HOME
CAJUN KINDA
WAY.

BUT -- IT
SHOULDN'T HAVE
WORKED.

WHAT
ARE YOU
SAYING,
JEAN?

JUST THAT,
BISHOP.

IF ONSLAUGHT
IS AS POWERFUL AS IT
CLAIMS TO BE, GAMBIT'S
POWER SHOULDN'T HAVE
SHORT-CIRCUITED THE
CREATURE'S HOLD
ON US.

WHICH
MEANS MAYBE...
JUST MAYBE... IT'S
NOT AS IN CONTROL OF
XAVIER'S FACULTIES AS
IT'D LIKE US TO
BELIEVE IT IS.



I REALIZE I *SHOULD* HAVE TOLD YOU ALL THIS *EARLIER*, BUT...

... ONSLAUGHT MANIFESTED ITSELF TO ME EARLIER TODAY, IN TOWN.

... AND THEN PULLED ME ONTO THE ASTRAL PLANE WITH A PSIONIC STRENGTH --

-- I FOUND BOTH CONFOUNDING AND OVERWHELMING.

MAN oh MAN, JEANNIE. THAT'S NOT SUPPOSED TO HAPPEN.

HOW ON TOP OF THINGS DOES A *PSI* HAVE TO BE TO DO THAT?



VERY. WHILE I WAS THERE, ONSLAUGHT TOOK ME ON SOMETHING OF A *TWISTED MYSTERY TOUR* OF THE PROFESSOR'S MIND. HE CLAIMED TO BE REVEALING THE *DEEPEST, DARKEST* RECESSES OF CHARLES XAVIER'S *PSYCHE* TO ME.

AT THE TIME, ONSLAUGHT CLAIMED THIS WAS BECAUSE IT WANTED ME TO SEE THE *HYPOCRISY* THAT EXISTED DEEP *WITHIN* ALL OF US.



I REALIZE NOW IT GOES *MUCH DEEPER*.

I THINK THERE WAS A *PART* OF XAVIER'S MIND THAT WAS *REACHING OUT* TO ME. HE *WANTED* TO *WARN* ME.



I THINK THE PROFESSOR WAS WORKING, EVEN THEN, AT ALMOST THE LAST POSSIBLE MOMENT, TO TRY TO SABOTAGE *ONSLAUGHT* FROM WITHIN.

AGAIN, I *SHOULD* HAVE TOLD YOU EARLIER, BUT I WAS *DIS-ORIENTED* BY WHAT I'D EXPERIENCED... SUFFERING THROUGH SOME WAVE OF PSYCHIC BACKLASH.



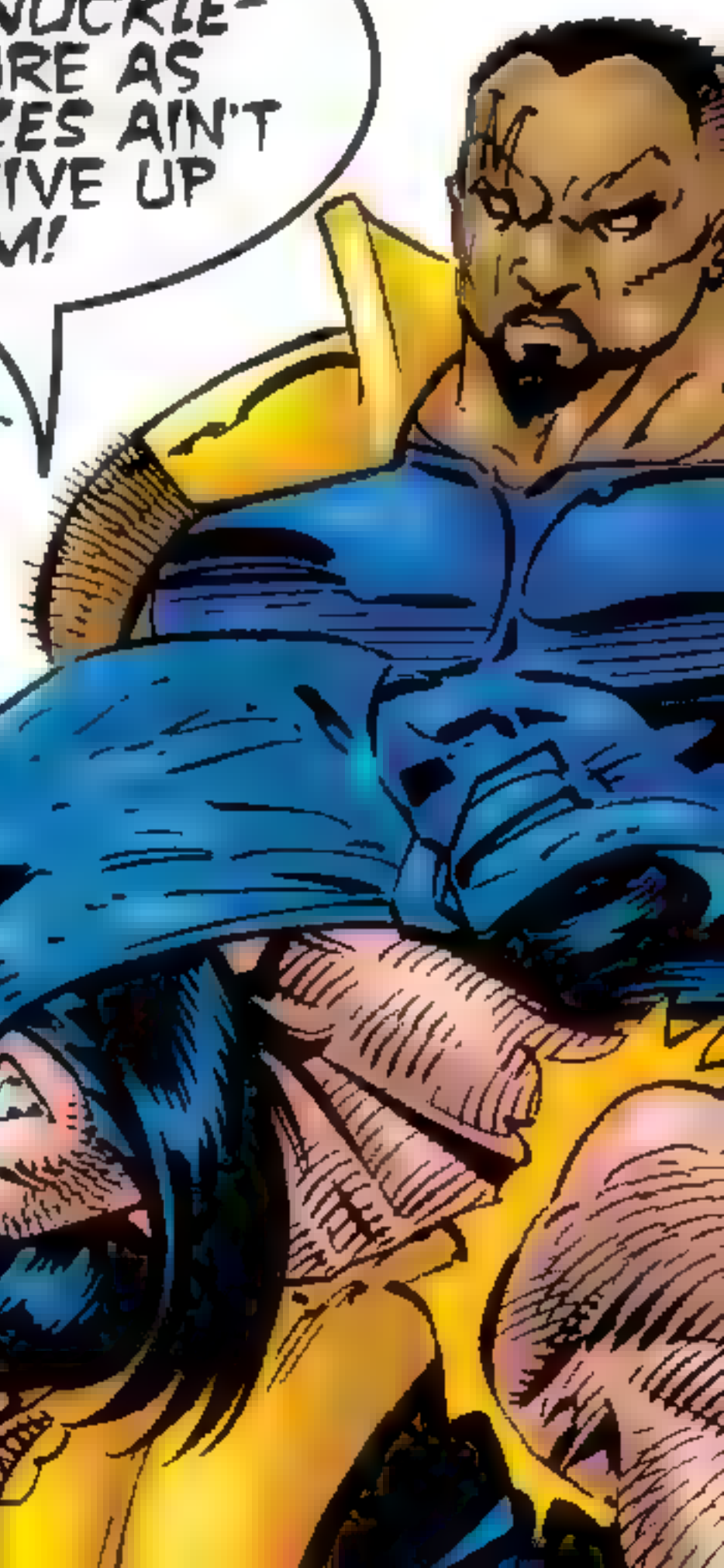
SORRY, JEAN... BUT RIGHT NOW AIN'T DE TIME TO PLAY "*SHOULD*DA, *WOULDA*, *COULDA*."

LET'S **STOP** ONSLAUGHT **COLD** AN' WORRY ABOUT DE MIGHT-HAVE-BEENS LATER.

DON'T MAKE IT SOUND SO CUT AND DRY, *LEBEAU*!

SAY WHAT YA WANT ABOUT WHATEVER IT WAS THAT ATTACKED US. BUT *CHUCK'S* STILL A PART OF IT -- *BODY* AN' *SOUL*.

HE AIN'T NEVER GAVE UP ON THIS OL' CANUCKLE-HEAD. I SURE AS *FLAMIN'* BLAZES AIN'T ABOUT T'GIVE UP ON HIM!





NO ONE IS SUGGESTING THAT, WOLVERINE.

BUT WE DON'T DO THE PROFESSOR ANY SERVICE BY BATTLING ONSLAUGHT WITH OUR HANDS TIED -- WHETHER HE IS A WILLING ACCOMPLICE TO THEM OR NOT.

WELL, WELL -- IF "MONSIEUR" BISHOP CAN SEE *DIS* PARTICULAR GAME PLAN -- DEN SO SHOULD DE REST OF US.

I MEAN, HERE'S A GUY WHO BELIEVED IN SHOOTIN' FIRST AND WHO SPENT THE LAST FEW YEARS OF HIS LIFE SEARCHIN' FOR... WELL...

THE X-MEN TRAITOR?
COULD IT BE --?!

WE'LL PUZZLE THIS OUT LATER. RIGHT NOW OUR PRIORITY IS TO STOP THINGS FROM GETTING WORSE.

STORM, PHOENIX, CANNONBALL AND WOLVERINE -- DOWN TO THE PROFESSOR'S READY ROOM!

THERE'S ENOUGH HARD DATA DOWN THERE TO ALLOW ONSLAUGHT TO DO UNTOLD DAMAGE TO OUR ALLIES AND ENEMIES ALIKE!

WE'RE ON IT, ONE-EYE!

AND THE REST OF US, CYCLOPS -- DOWNLOAD THE CEREBRO UNIT?

EXACTLY. WE'VE MADE IT PRETTY CLEAR HE'S NOT GOING TO GET THE X-MEN'S HELP.

WHICH MEANS HE'S GOING TO NEED TO RECRUIT THAT MUSCLE POWER FROM SOMEWHERE!

Ummm... SHOULD NOT SOME OF US STAY TETHERED WHILE OTHERS VENTURE YONP

WHAT IF ONSLAUGHT OPTS TO RETURN?

I VOLUNTEER TO STAY HERE IN ANTICIPATION OF ITS AWESOME ARRIVAL.

NEGATIVE ON THAT, PAL. WE CAN'T RISK BEING SEPARATED, HANK!

MY INSTINCTS TELL ME ONSLAUGHT HASN'T EVOLVED ENOUGH AT THIS POINT TO TAKE US OUT AS A GROUP.

BE THAT AS IT MAY, PRELATE SUMMERS, I'M NOT GOING TO BLINDLY FOLLOW YOU INTO THE MAW OF CERTAIN DEATH.

I THINK IT MAY BE POSSIBLE TO TURN THE VILLAIN'S ARRIVAL INTO A SITUATION ADVANTAGEOUS TO ME.

CLEARLY ONLY ONE SIDE IS GOING TO WIN HERE, AND I'M BETTING ON ONSL --

HEY HEY, BLUE-FURRED AND BULL-HEADED --

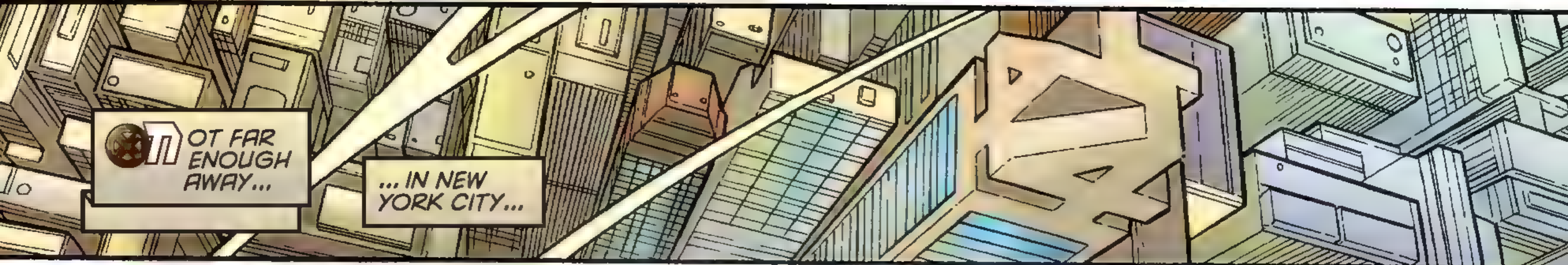
-- YOU HEARD THE BOSS MAN!

SO FALL IN ALREADY!

ICEMAN IS GOING OUT OF HIS WAY TO KEEP THINGS LIGHT...

... BUT THERE'S NO ESCAPING THE FUTILITY OF WHAT WE'RE ABOUT TO DO.

THE X-MEN ARE GOING INTO BATTLE AGAINST THE VERY MIND THAT TRAINED US ALL IN THE USE OF OUR POWERS!



NOT FAR
ENOUGH
AWAY...

... IN NEW
YORK CITY...



A BEAUTIFUL
SUMMER MORNING,
FILLED WITH HOPE
AND PROMISE.

SO
WHAT'S
WRONG,
SUE?

REED
AND I HAVE
OUR SON BACK --
JOHNNY AND BEN
ARE HERE -- THE
FANTASTIC FOUR
ARE A FAMILY
AGAIN...

... SO WHY
CAN'T I SHAKE
THIS FEELING THAT
SOMETHING IS ABOUT
TO GO HORRIBLY,
HORRIBLY
WRONG?



hmp...
TRANSPATIAL
PARTICLERADIOTRON
FROM SCRATCH, I HAVE
NO PROBLEM. BUT THESE
TOASTERS..?

UNCA
JOHNNY, WANNA
MEET MY NEW BEST
FRIEND, LI'L
CHARLIE?

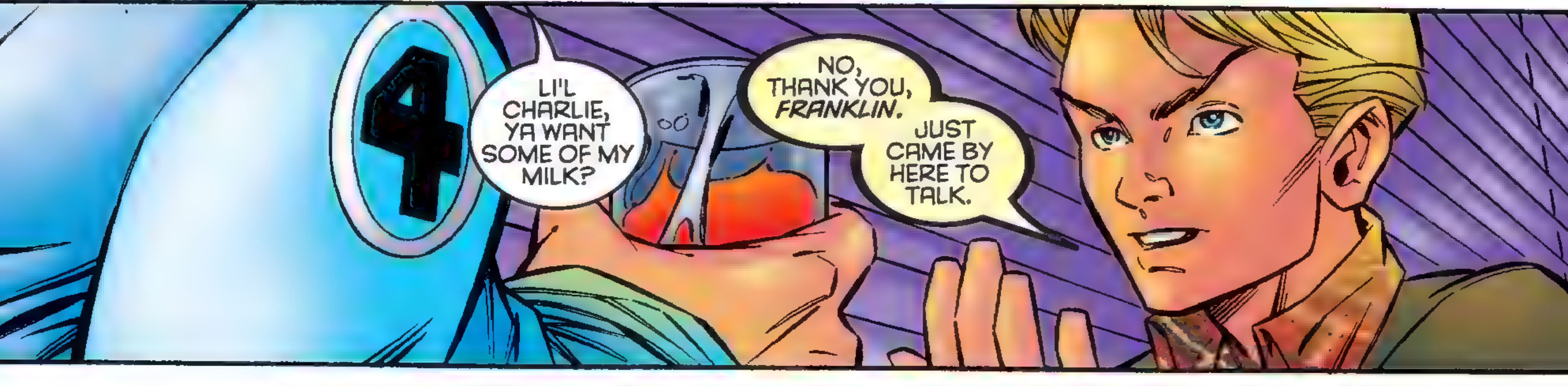
THANKS,
NO,
SQUIRT.

I'D ONLY
HAVE TO USE
MY FLAME POWER
TO MAKE HIM HIS
OWN SLICE OF
TOAST.

WHOTTA
REVOLTIN'
DEVELOPMENT
THIS IS!

MY
HOROSCOPE
SAYS "YER GONNA GO
ON A LONG UNEXPECTED
TRIP WITH TWENTY OR
THOITY OF YER
CLOSEST
FRIENDS."

WHAT
DO YA
SUPPOSE
THAT
MEANS?

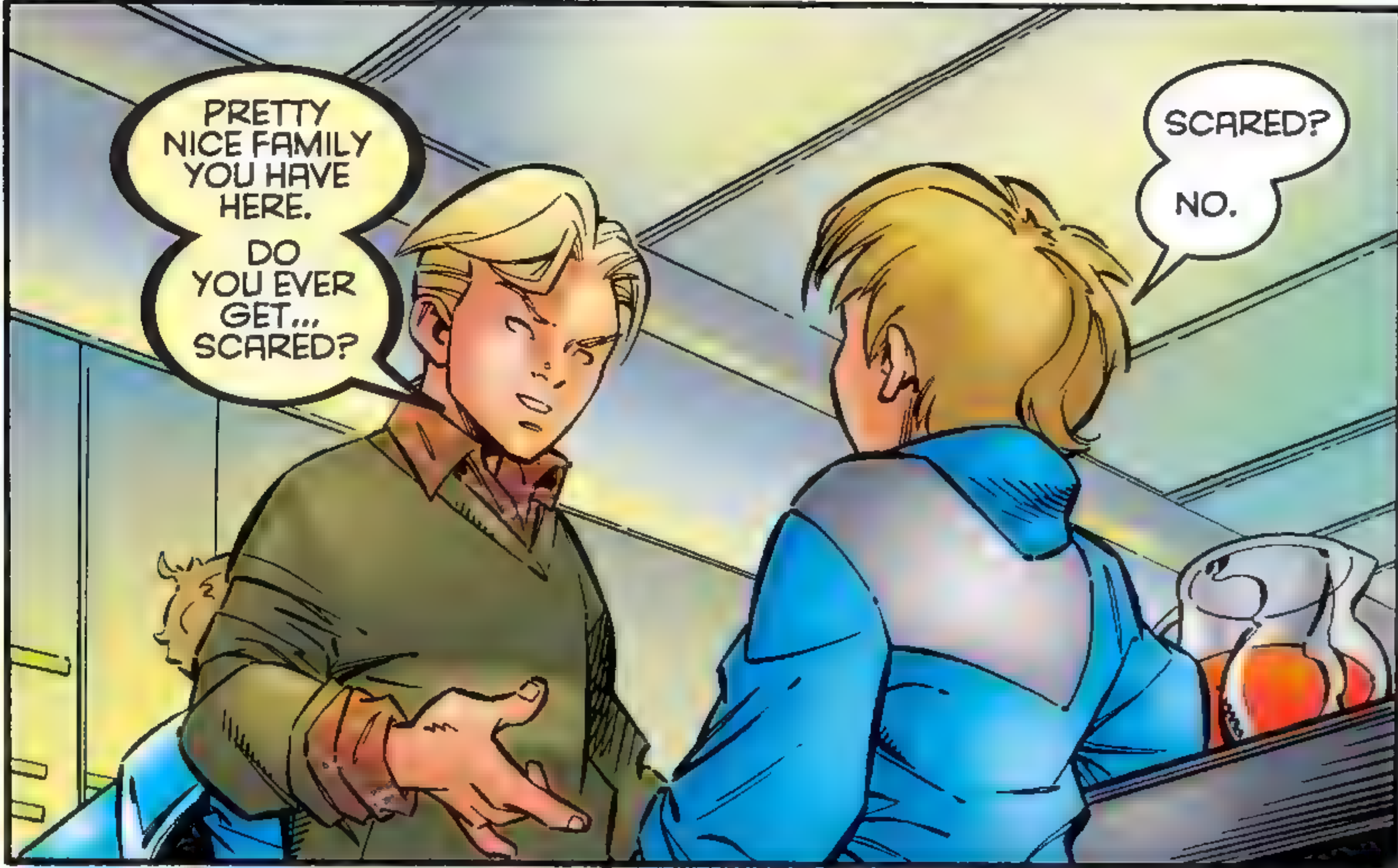


4

LI'L
CHARLIE,
YA WANT
SOME OF MY
MILK?

NO,
THANK YOU,
FRANKLIN.

JUST
CAME BY
HERE TO
TALK.



PRETTY NICE FAMILY YOU HAVE HERE.
DO YOU EVER GET... SCARED?

SCARED?
NO.



SURE YOU DON'T WANT ANY MILK?

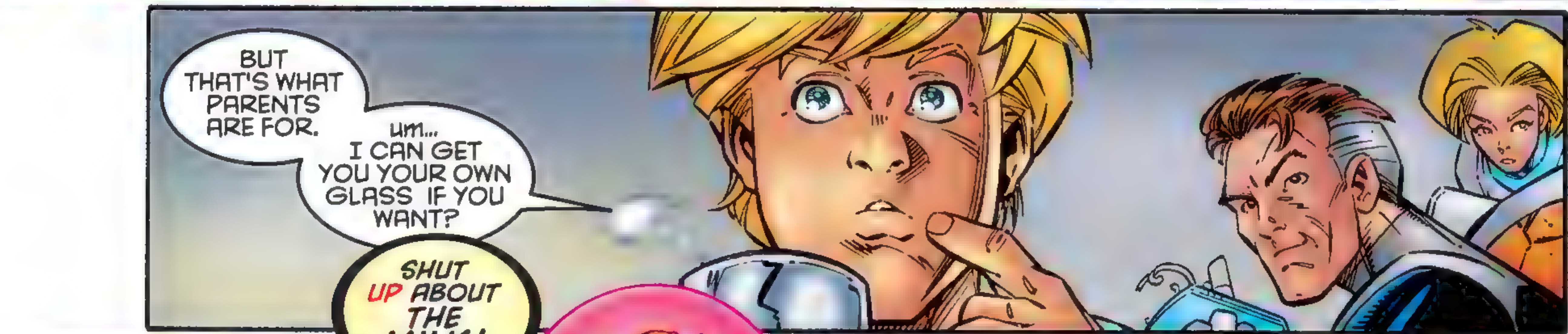


I DON'T WANT ANY **MILK**, NO!

I WAS ASKING IF YOU'RE SCARED BECAUSE THE WORLD CAN BE MEAN TO PEOPLE WHO LOOK LIKE YOUR PARENTS.

YOU KNOW, DIFFERENT.

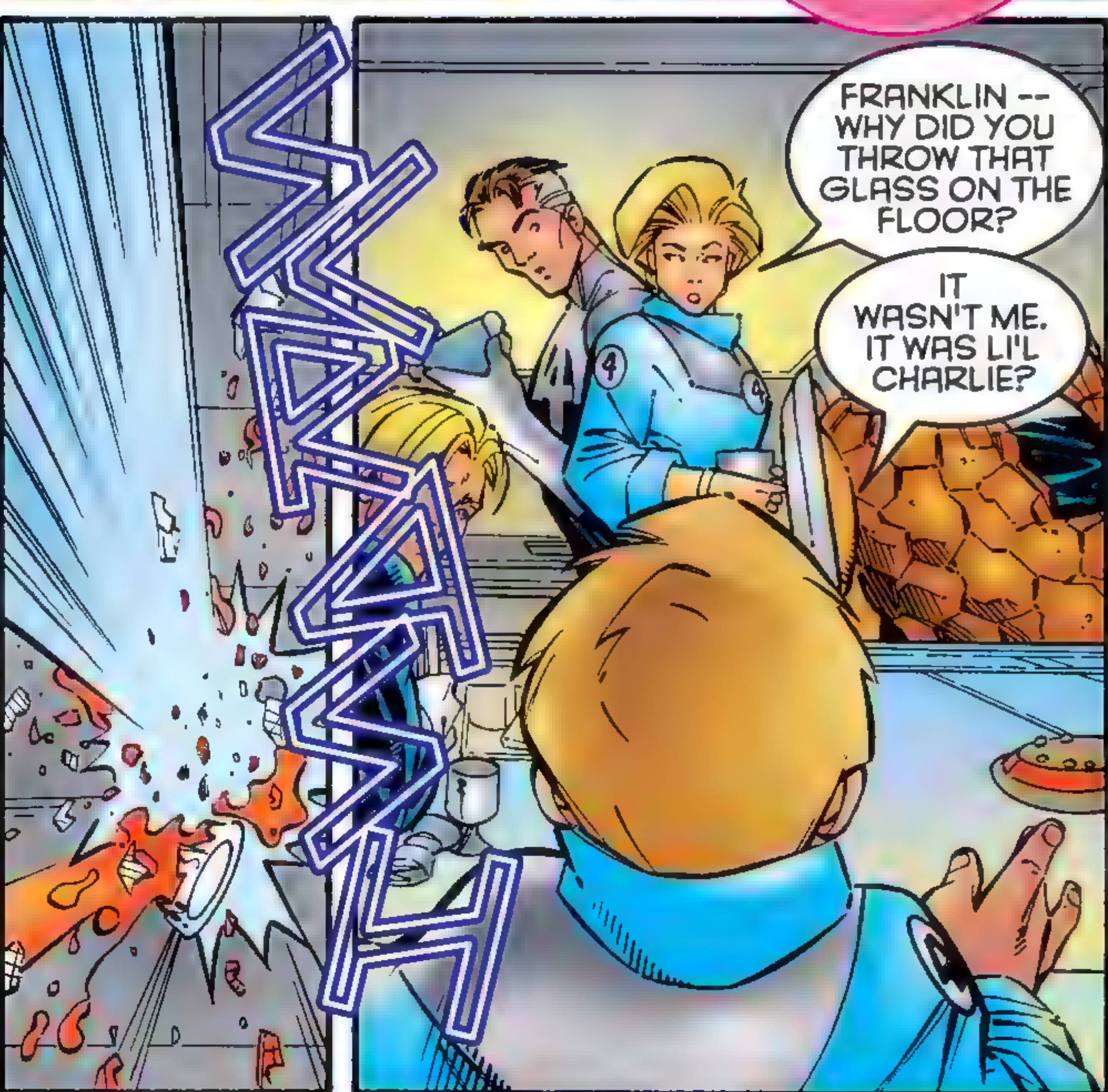
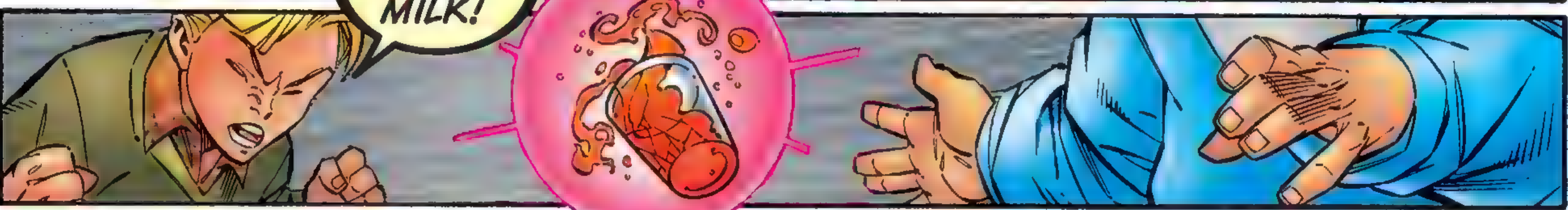
SOME-TIMES PEOPLE WHO ARE DIFFERENT NEED TO BE PROTECTED.



BUT THAT'S WHAT PARENTS ARE FOR.

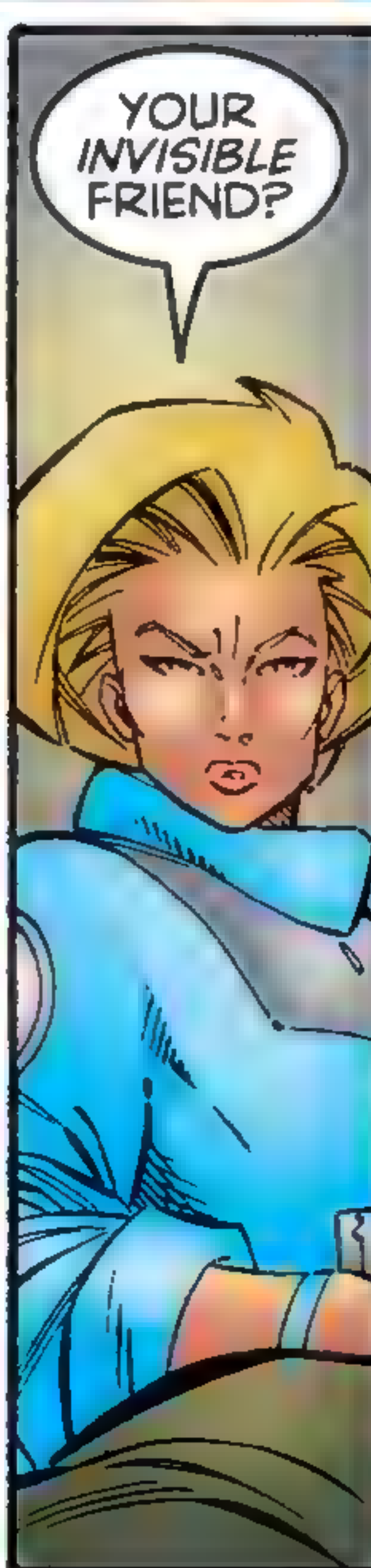
um... I CAN GET YOU YOUR OWN GLASS IF YOU WANT?

SHUT UP ABOUT THE MILK!



FRANKLIN -- WHY DID YOU THROW THAT GLASS ON THE FLOOR?

IT WASN'T ME. IT WAS LI'L CHARLIE?

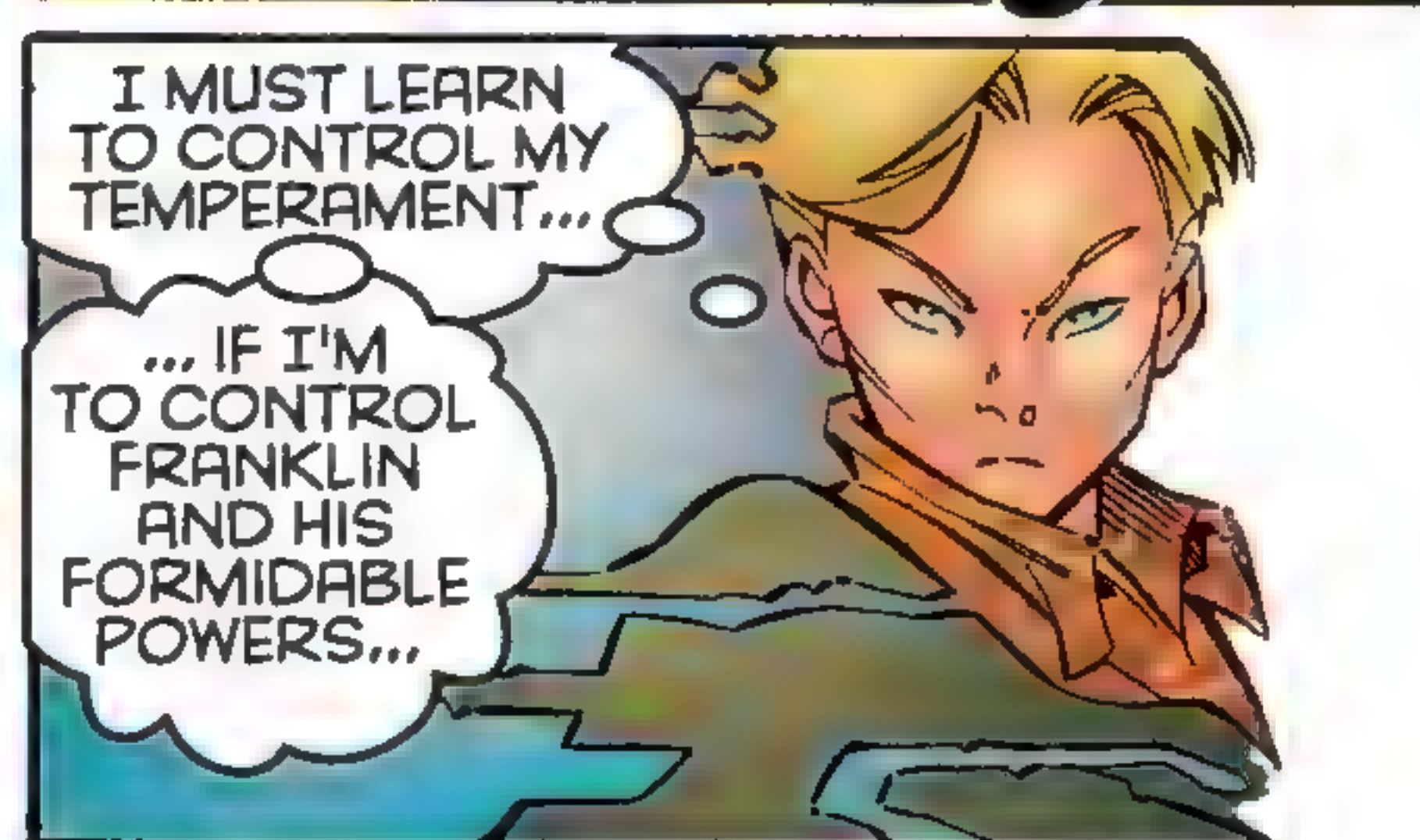


YOUR INVISIBLE FRIEND?



HEY, SON -- WHAT DO YOU SAY TO HELPING DADDY OUT IN THE LAB?

KEWL!



I MUST LEARN TO CONTROL MY TEMPERAMENT...

... IF I'M TO CONTROL FRANKLIN AND HIS FORMIDABLE POWERS...

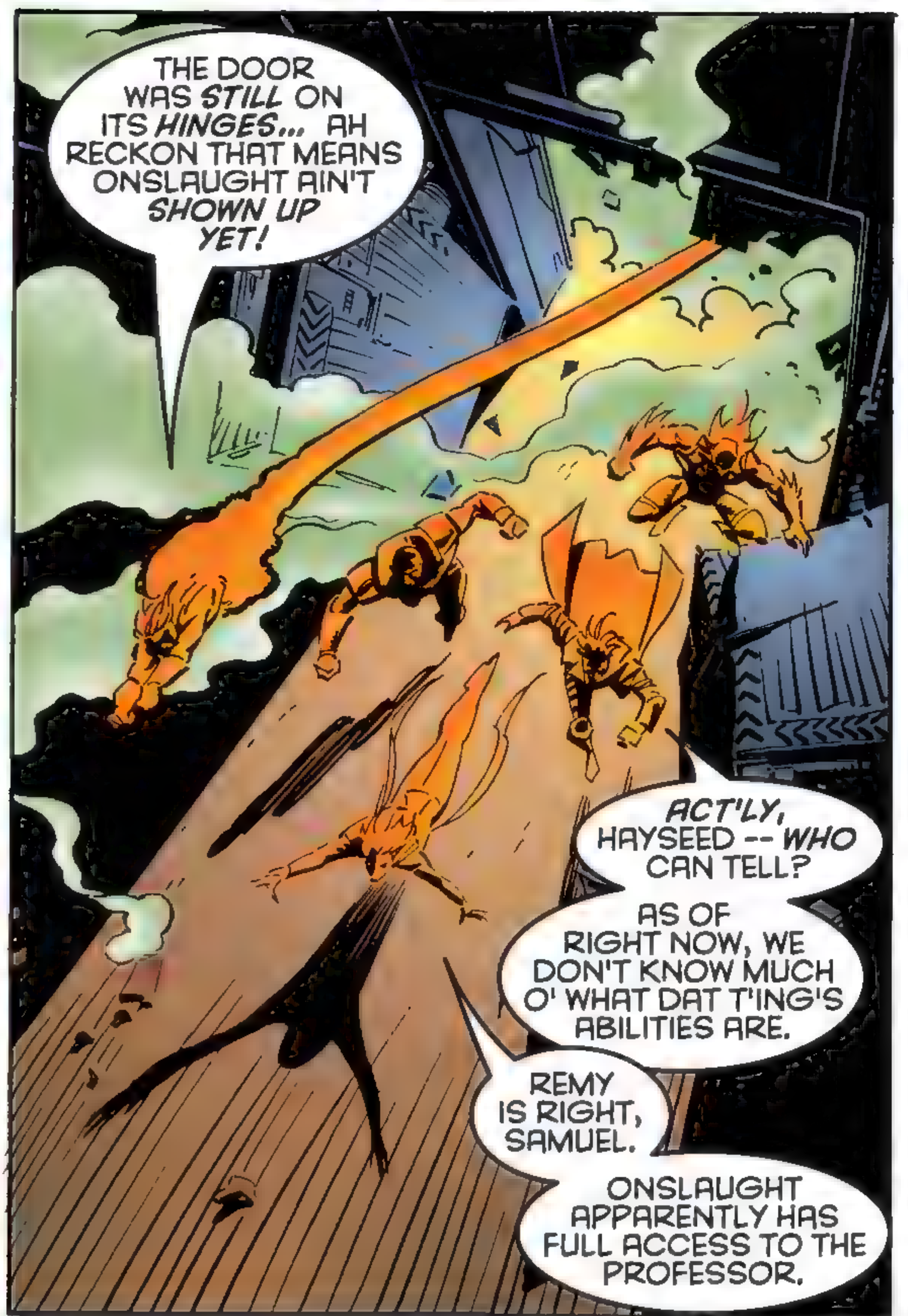


DEEP WITHIN THE
HEART OF THE
XAVIER INSTITUTE...

... A TITANIUM DOOR CRUMPLES
BENEATH THE COMBINED
ABILITIES OF SEVERAL X-MEN...

BAM

... ON A
MISSION.



THE DOOR
WAS *STILL* ON
ITS *HINGES*... AH
RECKON THAT MEANS
ONSLAUGHT AIN'T
SHOWN UP
YET!

ACT'LY,
HAYSEED -- WHO
CAN TELL?

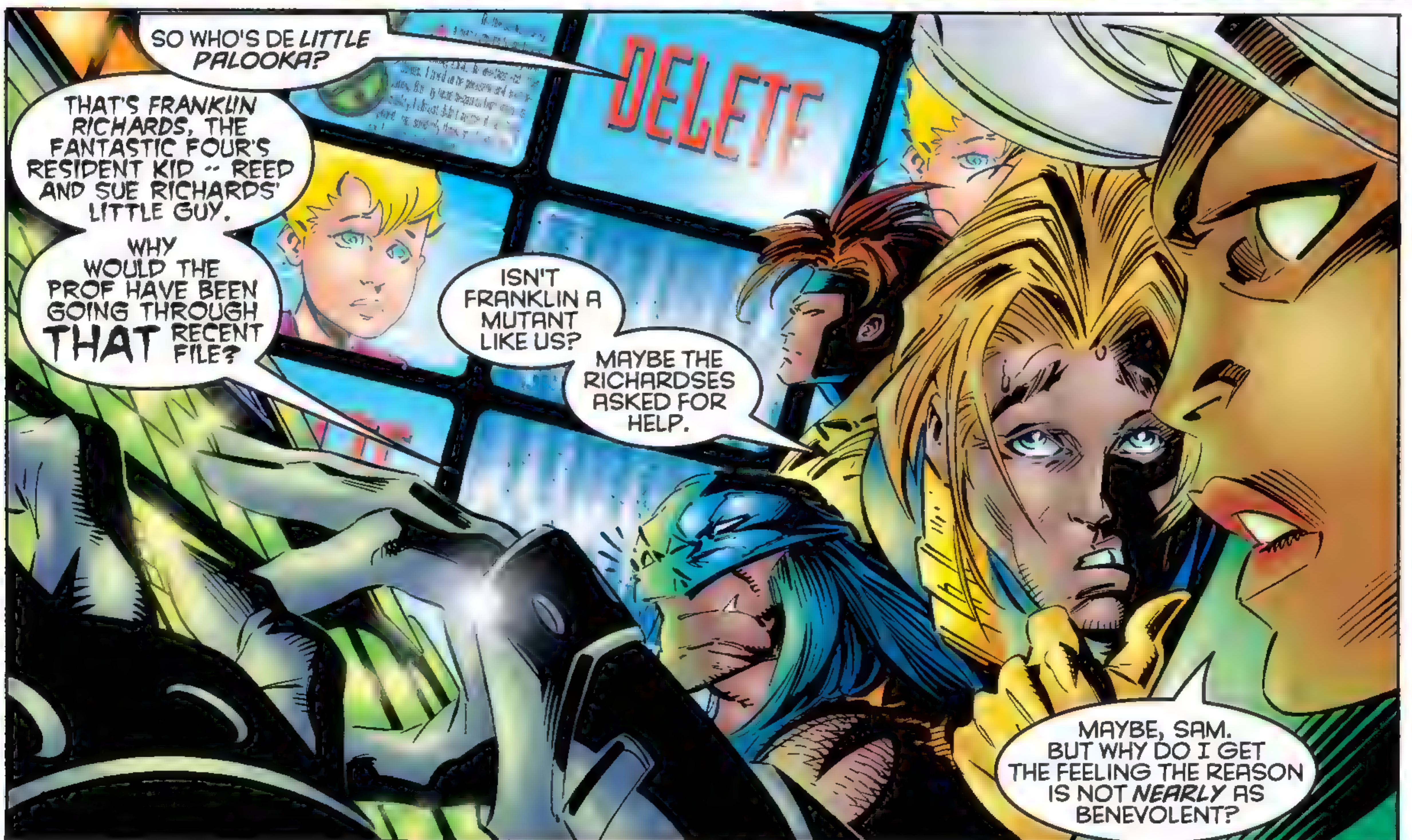
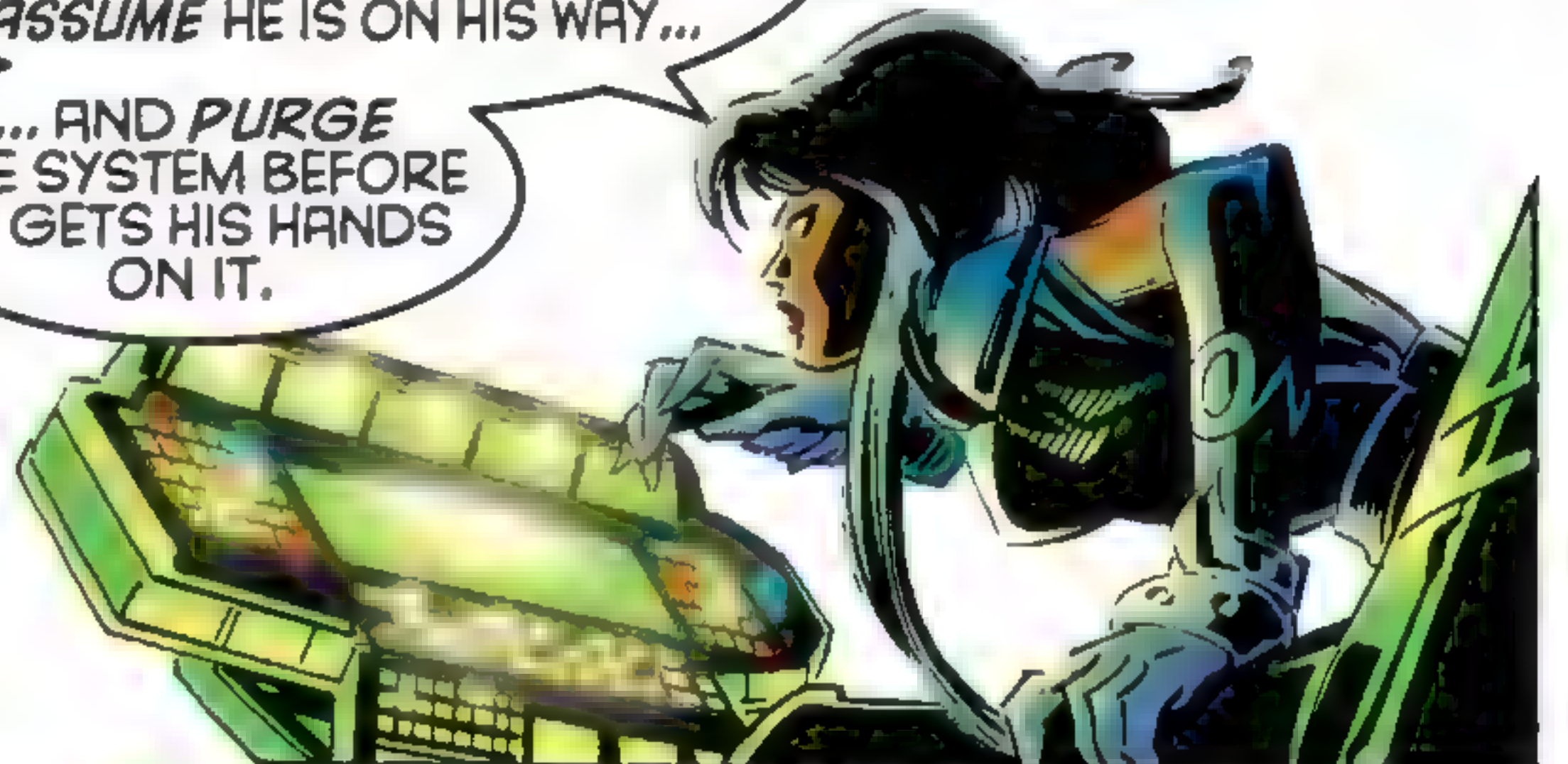
AS OF
RIGHT NOW, WE
DON'T KNOW MUCH
O' WHAT DAT T'ING'S
ABILITIES ARE.

REMY
IS RIGHT,
SAMUEL.

ONSLAUGHT
APPARENTLY HAS
FULL ACCESS TO THE
PROFESSOR.

WITHOUT THE LUXURY OF TIME,
WE ARE GOING TO HAVE TO
ASSUME HE IS ON HIS WAY...

... AND PURGE
THE SYSTEM BEFORE
HE GETS HIS HANDS
ON IT.



SO WHO'S DE LITTLE
PALOOKA?

THAT'S FRANKLIN
RICHARDS, THE
FANTASTIC FOUR'S
RESIDENT KID -- REED
AND SUE RICHARDS'
LITTLE GUY.

WHY
WOULD THE
PROF HAVE BEEN
GOING THROUGH
THAT RECENT
FILE?

ISN'T
FRANKLIN A
MUTANT
LIKE US?

MAYBE THE
RICHARDSSES
ASKED FOR
HELP.

MAYBE, SAM.
BUT WHY DO I GET
THE FEELING THE REASON
IS NOT *NEARLY* AS
BENEVOLENT?



WHAT'S THIS? THAT'S THE MUTANT KNOWN AS X-MAN?!

IT'S ALSO THE IMAGE THAT'S HAUNTED MY DREAMS IN RECENT MONTHS.

THE PROFESSOR BATTLED THE BOY WEEKS AGO... AND HE'S SEEMED PREOCCUPIED WITH HIM SINCE.

AND WHY NOT, BISHOP?

THIS... X-MAN... IS A TOTAL MYSTERY TO US. WE ONLY KNOW HE IS A BEING OF VAST TELEPATHIC ABILITIES...

... CAPABLE OF MANIPULATING THE ASTRAL PLANE INTO THE CORPOREAL WORLD.

WHICH SOUNDS VERY SIMILAR TO THE ONSLAUGHT MANIPULATION. COULD THERE BE A CONNECTION?

AH SAY THE HECK WITH THE CLUES AND WE JUST BLOW THE PLACE AND GO!

LOOK, SAM, YA ONLY BECAME A SENIOR MEMBER O' THE X-MEN 'CAUSE SOMEBODY THOUGHT YA HAD THE GUTS!

SHLKT

UNLESS YA WANT TO SEE THOSE GUTS DECORATIN' THE TIPS O' MY CLAWS --

-- YOU'LL SHUT YER FLAMIN' FLAP!

B-BUT... BUT HE'S HERE!

CAIN'T YA **FEEL** IT?!

WE DON'T STAND A CHANCE!

WOK

WHAT DO YOU THINK, GAMBIT? IS ONSLAUGHT CONTROLLING CANNONBALL'S MIND?

OUI.

ONSLAUGHT.

HOW'D WE NOT SEE THAT ONE COMING?

INDEED...

... AND WHILE I'M LOATHE TO HARM CANNONBALL --

-- I'M GOING TO HAVE TO USE SOME OF MY STORED BIO-POWER TO TAKE HIM DOWN!

ZZZZT

UHN?!

NOT TOO HUMILIATIN', HUH?

TRUST ME, CHILDREN -- YOU WILL ALL COME TO KNOW A THOUSAND HUMBLINGS A HUNDRED-FOLD!

YOU KEEP SAYIN' DAT...

... BUT WE'RE STILL HERE!

YA KNOW... I KEEP LOOKIN' AND LOOKIN' AND LOOKIN'... AND I DON'T SEE IT.

TO WHAT ARE YOU REFERRING, LOGAN?

I DON'T SEE ANY HINT OF XAVIER IN THE PSI-ARMOR.

I EVEN THINK IT'S PRETTY OBVIOUS TO EVERYONE. I MEAN THE HELMET. THE POSTURE... THE COLOR SCHEME...

IF I DIDN'T KNOW NO BETTER, AND I DO, I'D SAY YOU'RE LOOKIN' AN AWFUL LOT LIKE MAG --

CAN
YOU **FEEL** IT, MY
X-MEN, AS I SCREAM
A **THOUSAND SILENT**
SCREAMS **DIRECTLY**
INTO YOUR
MINDS?!

KNOW
ME -- KNOW MY
PAIN AND ANGER
AND **FRUSTRATIONS**
OVER WHAT YOU
HAVE DONE
TO **ME!**

FEAR ME,
FOR I AM HE
WHO WAS
CHARLES
XAVIER.

TREMBLE
BEFORE ME,
FOR I **AM** THE

ONSLAUGHT!

I
OPENED THE
DOORS TO THIS,
MY HOME, BECAUSE
I BELIEVED YOU
WOULD **STAND BY**
MY SIDE IN THIS,
OUR FINEST
HOUR...

... THAT
TOGETHER
WE WOULD MAKE
THE WORLD A
BETTER
PLACE!

YET
NOW, WHEN AT
LAST WE STAND
POISED ON THE
CUSP OF SUCCESS,
YOU WASTE TIME
BAITING ME --
BETRAYING
ME?!

DOUBTING
ME?!

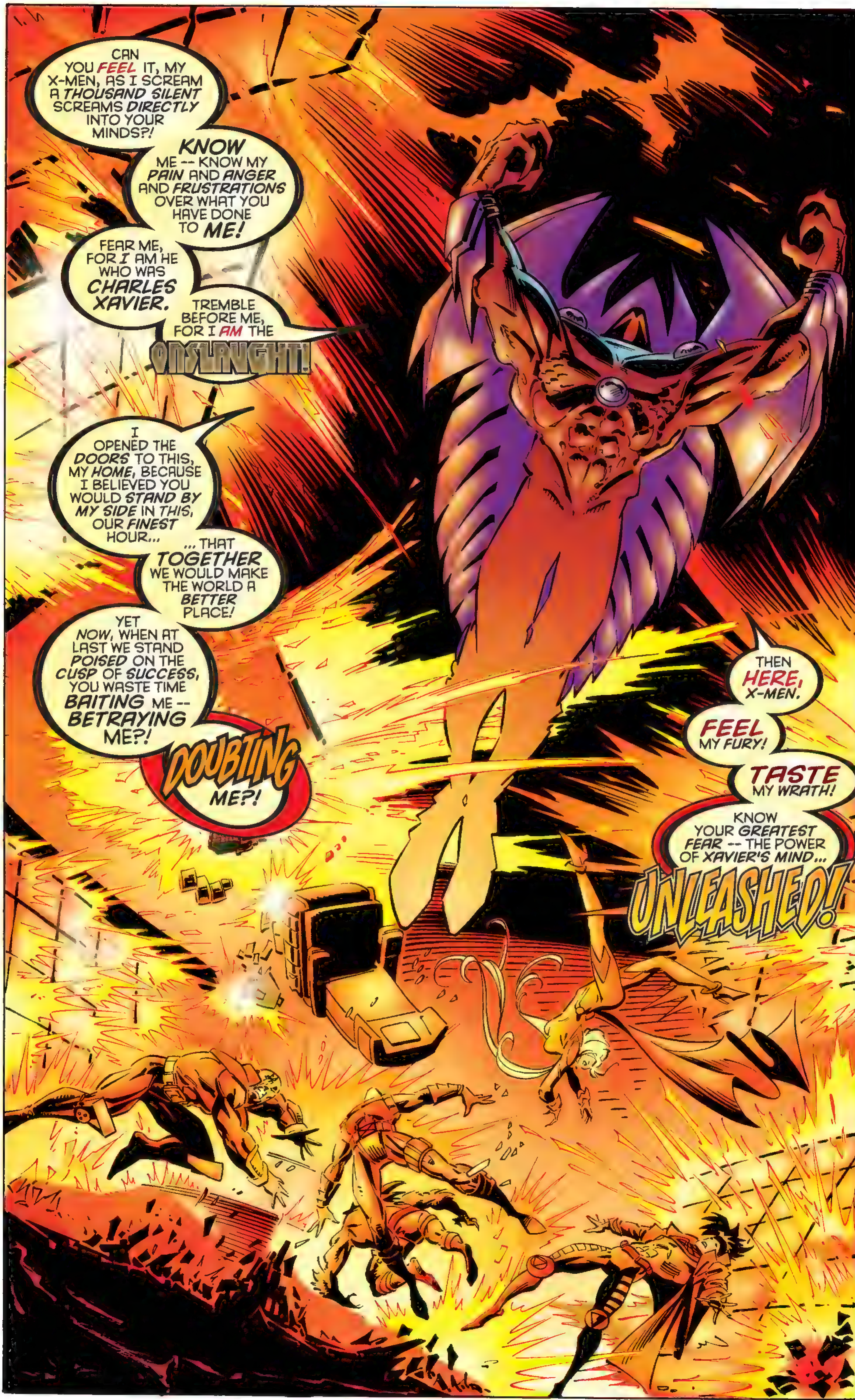
THEN
HERE,
X-MEN.

FEEL
MY FURY!

TASTE
MY WRATH!

KNOW
YOUR **GREATEST**
FEAR -- THE POWER
OF XAVIER'S MIND...

UNLEASHED!



AT THAT MOMENT...

INSIDE A CERTAIN TOWNHOUSE ON THE UPPER EAST SIDE OF MANHATTAN.

THE SYNTHETOID VISION

THE ARMORED IRON MAN

WHAT IS THE PROBLEM HERE, PEOPLE?

I WAS TOLD YOU WERE EARTH'S MIGHTIEST HEROES -- THE SO-CALLED AVENGERS!

SO WHY WON'T YOU HELP ME WHEN I TELL YOU WE'RE STARING DOWN A THREAT CAPABLE OF DESTROYING YOUR ENTIRE WORLD?!

THE PROSAICALLY-NAMED GIANT MAN

THOR
GOD OF THUNDER,
PRINCE OF LOST ASGARD.

CAPTAIN AMERICA
LIVING LEGEND OF WORLD WAR II.

BECAUSE THE "THREAT" YOU CLAIM TO REPRESENT IS PROFESSOR CHARLES XAVIER -- PERHAPS ONE OF THE AVENGERS' OLDEST AND MOST TRUSTED ALLIES.

NOT THAT WE HAVEN'T HAD OUR SHARE OF UNEXPECTED PERSONALITY DISORDERS OF LATE, HUH, VIZHP?

THAT'S ENOUGH, SHELLHEAD. WE'RE WILLING TO INVESTIGATE THIS.

THE WINSOME WASP

THE MUTANT SCARLET WITCH

-- HE'S ALREADY INFLECTING A LOT OF DAMAGE.

OD'S BLOOD!
THE LAD IS BLEEDING FROM WITHIN! MAYHAP HIS CLAIMS HAVE MERIT?

BUT WHAT?! YOU'RE GOING TO WAIT UNTIL AFTER YOU'RE ALL REDUCED TO A CINDER FLOATING IN SPACE?!

WHAT IS IT GOING TO TAKE TO MAKE YOU PEOPLE REALIZE THAT AS WE'RE TALKING --

X-MAN ENCOUNTERED THE AVENGERS IN AVENGERS: SOUL
Bob

"PREPARE THE AVENGERS
QUINJET AT ONCE.

"T'WOULD BE BEST TO QUESTION THE X-MEN AT
THEIR HOME IN WESTCHESTER --

" -- WHERE THEY
ARE APT TO
FEEL LESS
THREATENED...



"... MORE
AT EASE."

IRONY,
BISHOP.

DO YOU
APPRECIATE
THE EXTENT
OF WHAT HAS
TRANSPIRED?

FOR
MONTHS,
SINCE THE MOMENT
XAVI -- SINCE I WIPED
CLEAN THE SLATE
OF MAGNETO'S
MIND...



... AS MY
CONSCIOUSNESS
GREW, I SPENT HOURS
TRYING TO FORMULATE
A PLAN TO SPREAD
MY SPHERE OF
INFLUENCE ACROSS
THE GLOBE.

AS IT
TURNED OUT,
I NEEDED *YOU*
FOR THAT.

I NEEDED
THE MEMORIES
YOU HAD OF HAVING
LIVED THROUGH THE
SO-CALLED "AGE OF
APOCALYPSE" --

-- IN ORDER
TO LEARN HOW
EN SABAH NUR
ACCOMPLISHED A
LESS BENEVOLENT
VERSION OF WHAT
I INTEND TO
ACHIEVE.

THEREIN
LIES THE IRONY
OF IT ALL. FOR I
COULD NEVER HAVE
DONE WHAT YOU
CAME FROM THE
FUTURE TO
STOP...

... WOULD
HAVE NEVER
"BETRAYED" MY
CHILDREN...

... WITHOUT
YOUR HELP.

THANK
YOU.



ASTOUNDING!
THESE CEREBRO
FILES I'M DOWN-
LOADING...

... MUST
CONTAIN
INFORMATION
ON EVERY EXISTING
MUTANT ON THE
PLANET!

MOST
OF THEM,
BEAST,
YES. SO
WHAT IS
YOUR
POINT?

NOTHING.
I JUST
FIND IT...
FUN.

I'VE
NEVER CLAIMED
TO UNDERSTAND YOUR
UNIQUE SENSE OF HUMOR,
HANK, BUT NOW -- MORE
THAN EVER -- YOU NEED TO
CONCENTRATE ON THE
TASK AT HAND.

BOBBY,
WHY ARE YOU
KEEPING SUCH A
CLOSE EYE ON
THE DOOR?

THE MOMENT
I SEVER THESE
CONNECTIONS, CEREBRO
IS LITTLE MORE THAN
A GHOST IN A
SHELL.

ONSLAUGHT
IS GIVING OFF
ENOUGH AMBIENT
ENERGY THAT IF IT
GETS WITHIN THIRTY
FEET OF HERE, I
CAN WARN
US.

BOBBY?

BOBBY?!

GOTCHA!



NICE TRY, ONSLAUGHT -- BUT I FIGURED YOU'D BE MESSING WITH OUR NORMAL PERCEPTION OF THINGS!

THAT'S WHY I WAS CONCENTRATING ON SEEING EVERYTHING ONLY IN TERMS OF BODY TEMPERATURES.

I WAS ONTO YOU THE SECOND YOU ENTERED THE ROOM.

DESPITE MY PSIONIC SHIELDING.

TRULY, YOUR MASTERY OVER YOUR POWERS IS GROWING EVERY DAY, ICEMAN.



PROFESSOR... IF THERE IS ANY PART OF YOU LEFT...!

DON'T REASON WITH HIM, JEAN -- NOT NOW. ATTACK HIM!



RATHER...
... ATTACK EACH OTHER!



NO!
URNN!



FOR SUCH "PRIZED STUDENTS", YOU'RE REMARKABLY SLOW ON THE UPTAKE.

ICEMAN'S RUSE NOTWITHSTANDING, I CONTROL YOU.

YOUR WILL IS MINE--



ICEMAN, I'M SORRY.

ZARK

-URNNPH!-



-- WHEN I CAUSE YOUR OPTIC BLASTS TO FEED BACK ONTO YOURSELF!

ARRGH!



BRAVO,
ONSLAUGHT!
BRAVO!

IN
RECORD TIME
YOU SHOWED THESE
PLEBEIANS THE ABSURDITY
OF STANDING ANYWHERE
BUT AT YOUR
FEET.

CLAP
CLAP
CLAP

LEST IT
BE SAID THAT
THE BEAST IS A
PLEBEIAN -- I'D
LIKE TO OFFER YOU
MY HUMBLE
SERVICES.

SUCH
AS THEY
ARE.



AND
WHAT USE
WOULD I HAVE
FOR YOU, "McCOY" --
YOU WHO ARE NOT
EVEN OF THIS
REALITY?

YOU...
YOU
KNOW?

OF
COURSE
I KNOW!

I HAVE
KNOWN SINCE
THE MOMENT YOU
FIRST ENTERED THE
MANSION, POSING
AS THIS WORLD'S
BEAST.

WHO DO
YOU THINK HAS
BEEN MASKING YOUR
TRUE PSI-PATTERNS WHILE
YOU'VE BEEN LIVING
AMONGST FOUR OF
THE WORLD'S MOST
POWERFUL
TELEPATHS?



SO THEN...
YOU MUST **ALSO**
KNOW I HAVE
RESOURCES.

RESOURCES
YOU MIGHT FIND
VALUABLE?

THERE IS
NOTHING
YOU CAN
OFFER...

... ME...

ONSLAUGHT --
WHAT'S
WRONG...?!

... NOTHING.

SEEMS...
I AM NOT...
AS...

... STRONG
... AS
POWERFUL...

... AS I
INTEND
TO BE.

... AS,
INEVITABLY,
AS I WILL
BE.

DO
YOU **TRULY**
WISH TO
SERVE
ME?

I AM
WILLING TO
FOLLOW --

AWRROW!!

THEN YOU
WON'T MIND
THAT I **SIPHONED**
A TRIFLING OF YOUR
OWN STRAY
THOUGHTS?

FOR A
REASON I
CANNOT QUITE
FATHOM, MY
HOST -- XAVIER --
IS RESISTING
ME.

BUT...
YOU CLAIM
TO BE AS
ONE WITH
XAVIER.

I DON'T
UNDER-
STAND.

YOU'RE
NOT SUPPOSED
TO, McCOY.

BUT THERE
IS **ONE** AMONG
THE FALLEN WHO
MAY **PROVIDE**
ME WITH WHAT
I SEEK...

NOT MUCH LATER...

STAY
OUT OF MY
MIND!

WOULD
THAT I COULD,
JEAN.

BUT AS
I REMARKED
SEVERAL HOURS AGO®,
YOUR MIND SERVED
AS THE **TEMPLATE**
FOR THE **PHOENIX**
POWER!

BECAUSE
YOU **OPTED** NOT
TO **WILLINGLY** JOIN
ME IN MY QUEST
FOR THAT MUCH
POWER AND
MORE --

-- I
REGRET THAT I
HAVE TO **TEAR** THE
INFORMATION I SEEK
DIRECTLY
OUT OF YOUR
MEMORIES!

ANY
OBJECTIONS?

...

PLEASE,
MS.
SUMMERS.

YOU
MIGHT AT
LEAST HAVE THE
DECENCY TO
SCREAM.

10:18:52
- Bob!

10:18:52
- Bob!



THIS IS GETTING TIRESOME.

THUMP

YOUR CONSTANT RESISTANCE IS ONLY PULLING ME AWAY FROM MY NATURAL ASSIMILATION OF XAVIER'S PROWESS!



FOR SOMEONE POSSESSED OF ENOUGH POWER TO "DESTROY STARS..."

... YOU SEEM QUITE DEPENDENT UPON OTHERS.



ONLY FOR THE MOMENT.

BEAST?

YOUR WISH IS MY ETC, ETC, ETC...

HANK?!



IT IS OBVIOUS THAT THE X-MEN ARE NOT GOING TO BE JOINING US ON OUR ENDEAVORS.

I WANT YOU TO DISPOSE OF THE BODIES.

BUT... IMAGINE THE GENETIC RESEARCH!

AFTER YEARS OF TOYING WITH THE GENE STRANDS OF THE MORLOCKS, I COULD...



THIS IS NOT A MATTER FOR DEBATE, McCOY.

MY WILL -- AS YOU AND THE REST OF THE WORLD WILL LEARN -- IS ABSOLUTE.

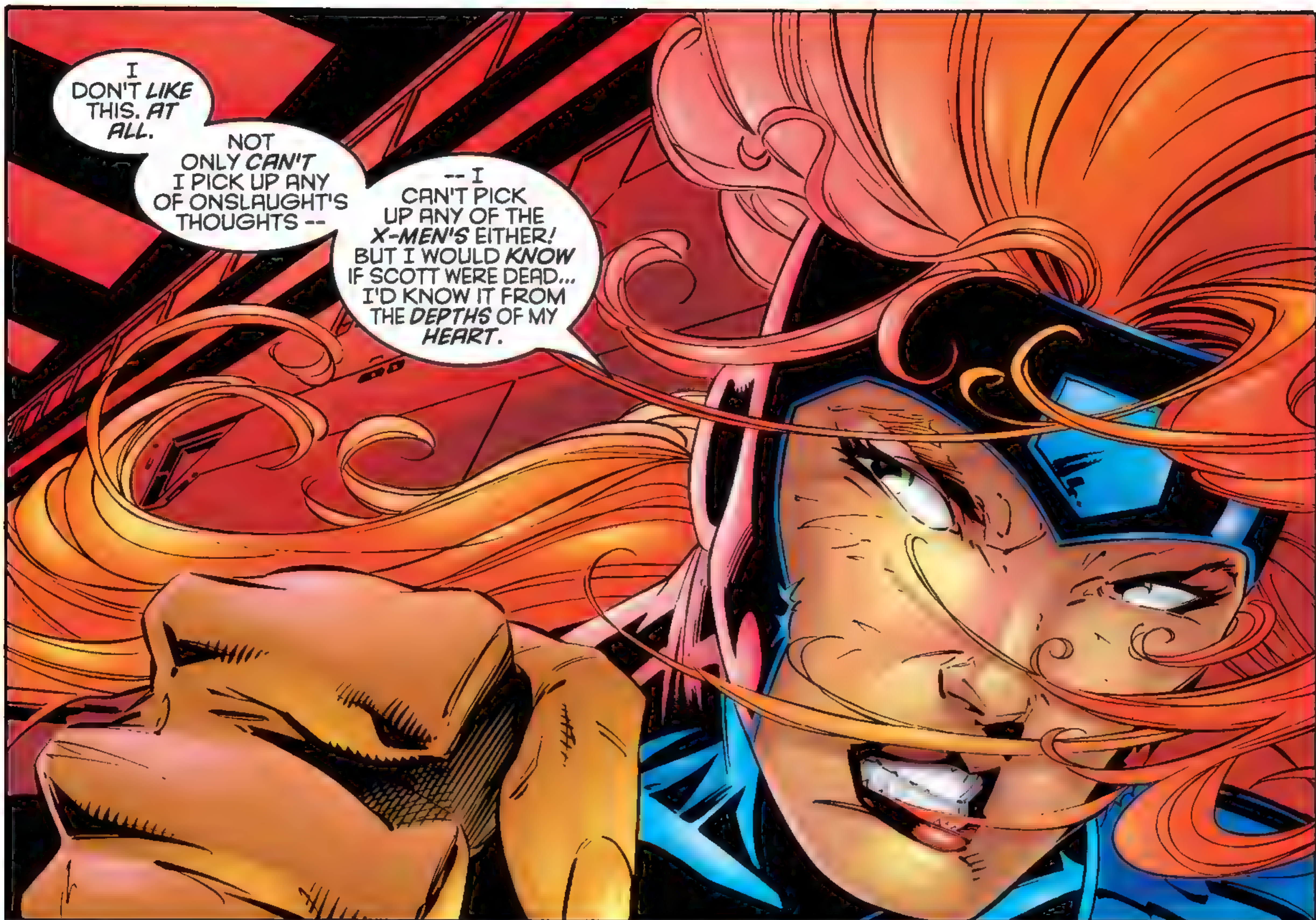
YES... I -- I UNDERSTAND.



YOU MAY START WITH THI --

PHOENIX!

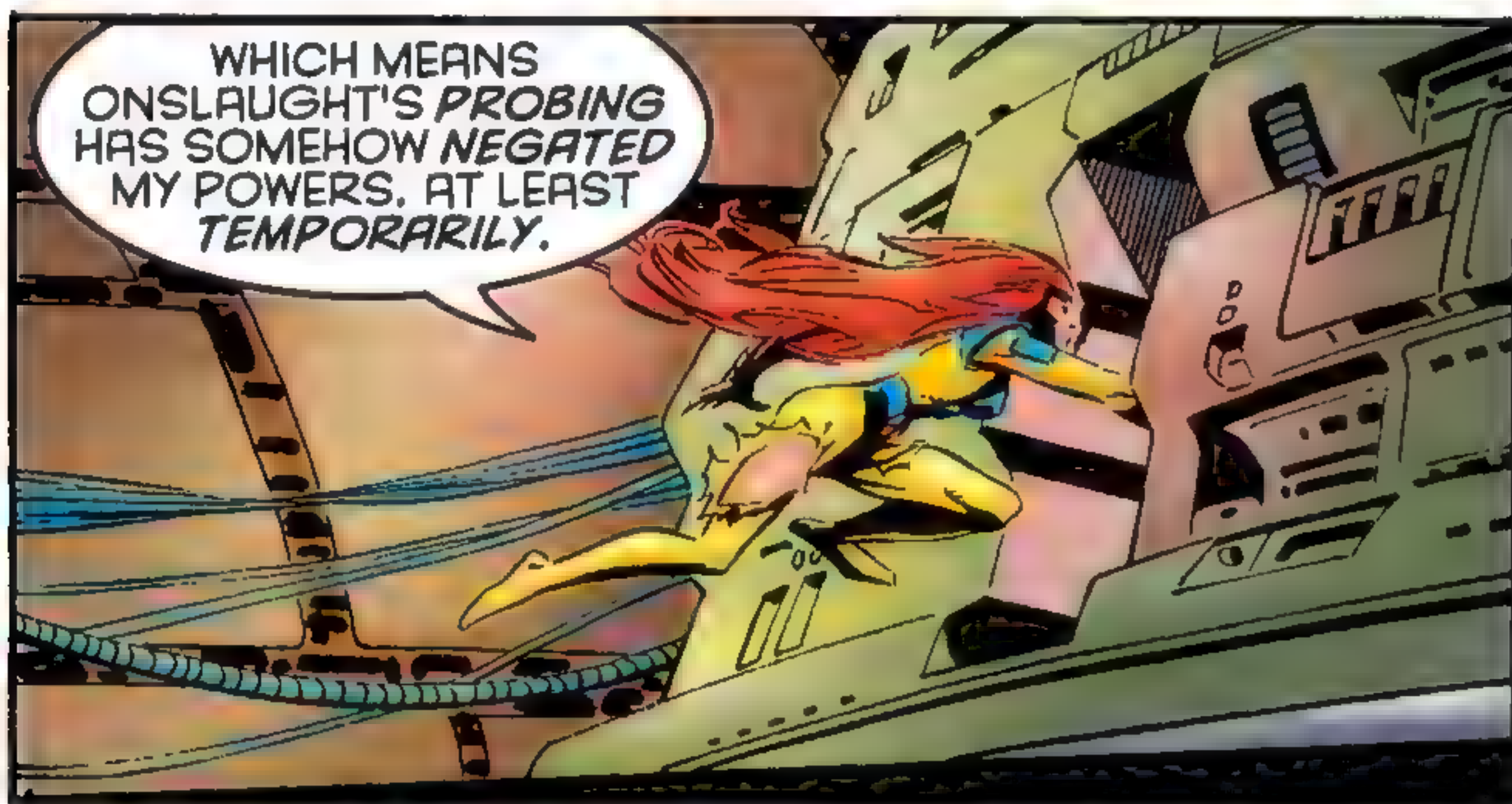
SHE'S GONE! QUICKLY, McCOY -- WE MUST FIND HER BEFORE SHE CAN SUMMON HELP!



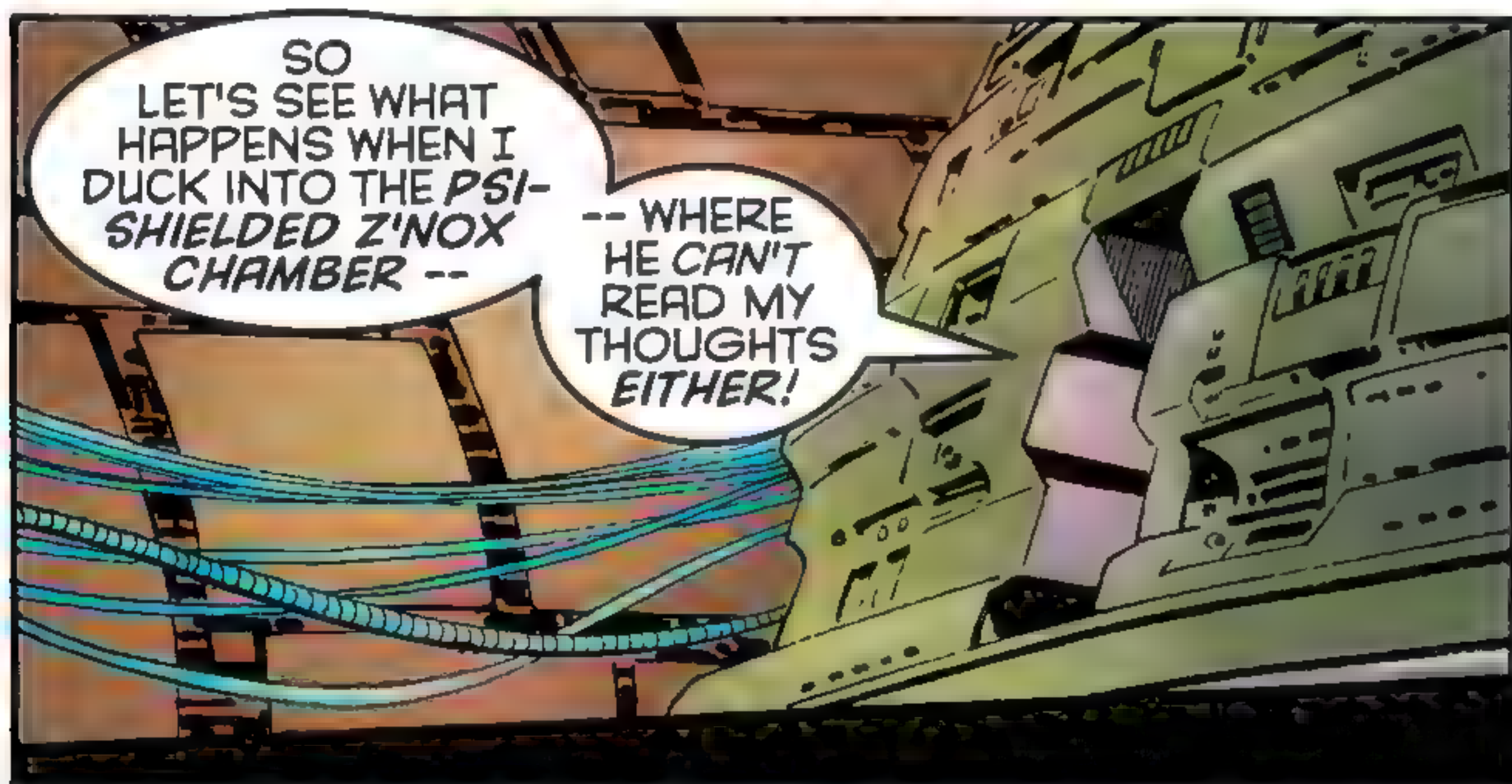
I DON'T LIKE THIS. AT ALL.

NOT ONLY CAN'T I PICK UP ANY OF ONSLAUGHT'S THOUGHTS --

-- I CAN'T PICK UP ANY OF THE X-MEN'S EITHER! BUT I WOULD KNOW IF SCOTT WERE DEAD... I'D KNOW IT FROM THE DEPTHS OF MY HEART.

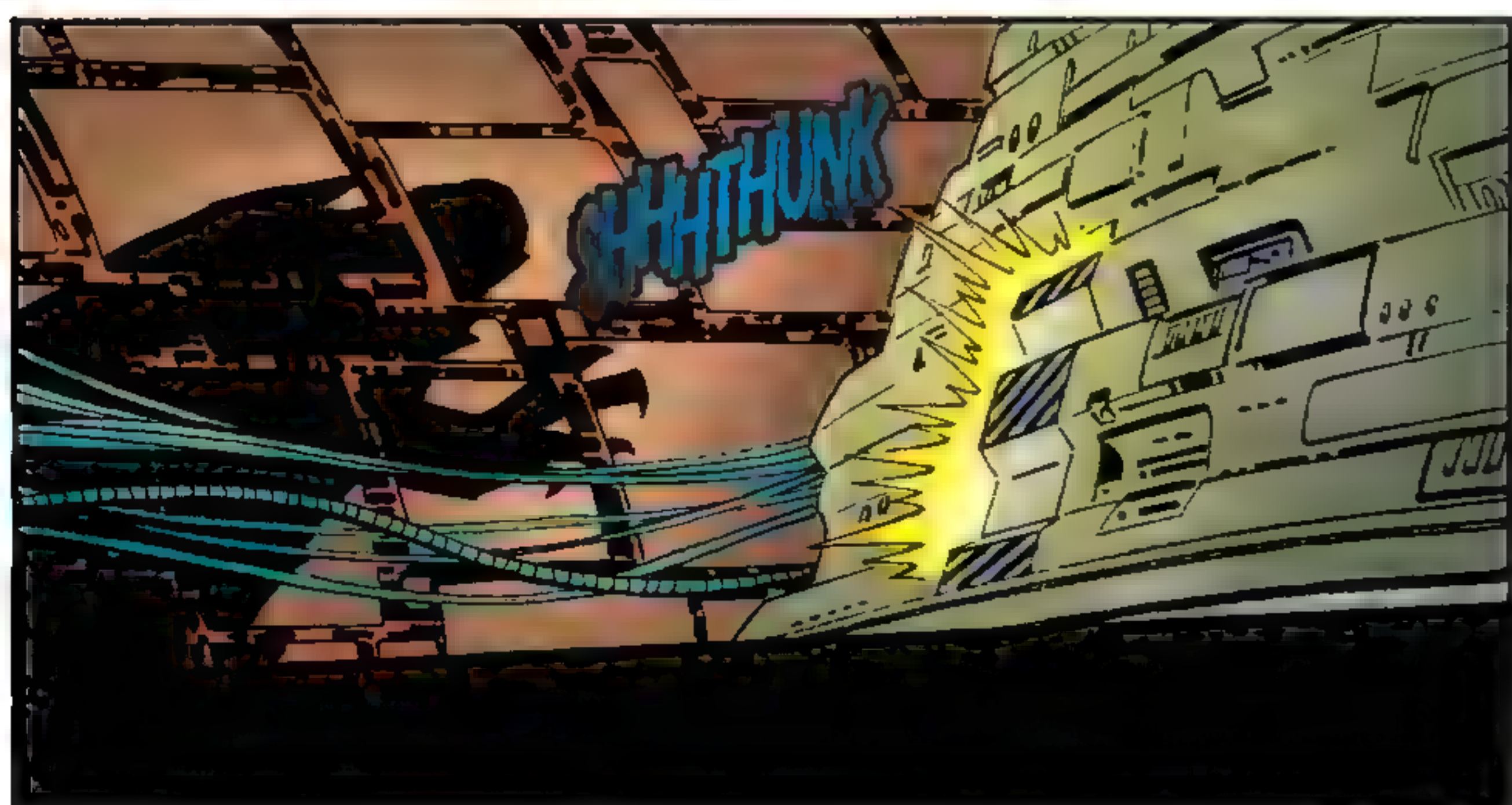


WHICH MEANS ONSLAUGHT'S PROBING HAS SOMEHOW NEGATED MY POWERS. AT LEAST TEMPORARILY.



SO LET'S SEE WHAT HAPPENS WHEN I DUCK INTO THE PSI-SHIELDED Z'NOX CHAMBER --

-- WHERE HE CAN'T READ MY THOUGHTS EITHER!



HHHThunk

THE BATTLES THAT HAVE RACKED THIS BUILDING HAVE THROWN THE ENTIRE COMM-SYSTEM OUT OF WHACK!

BUT I STILL HAVE TO MAKE THE ATTEMPT TO MARSHALL THE REST OF THE FORCES.

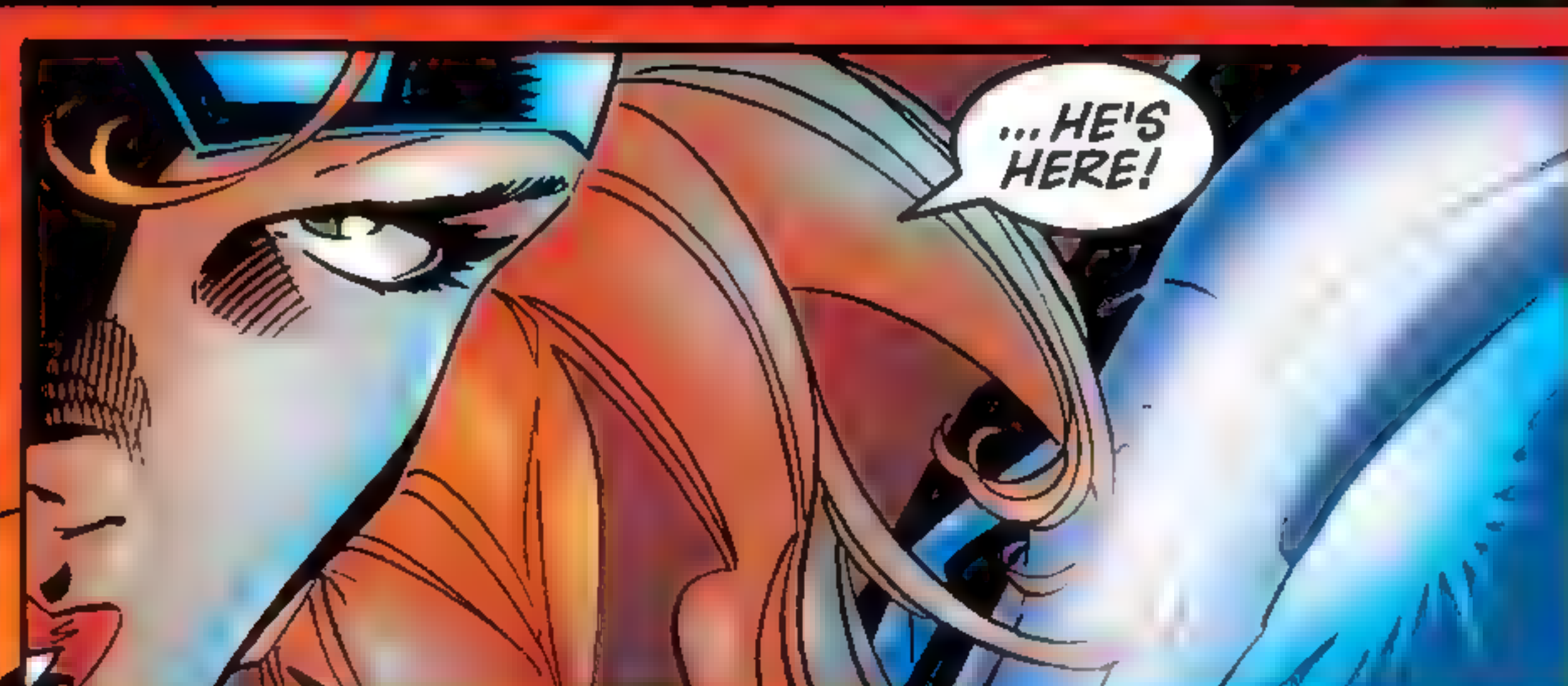
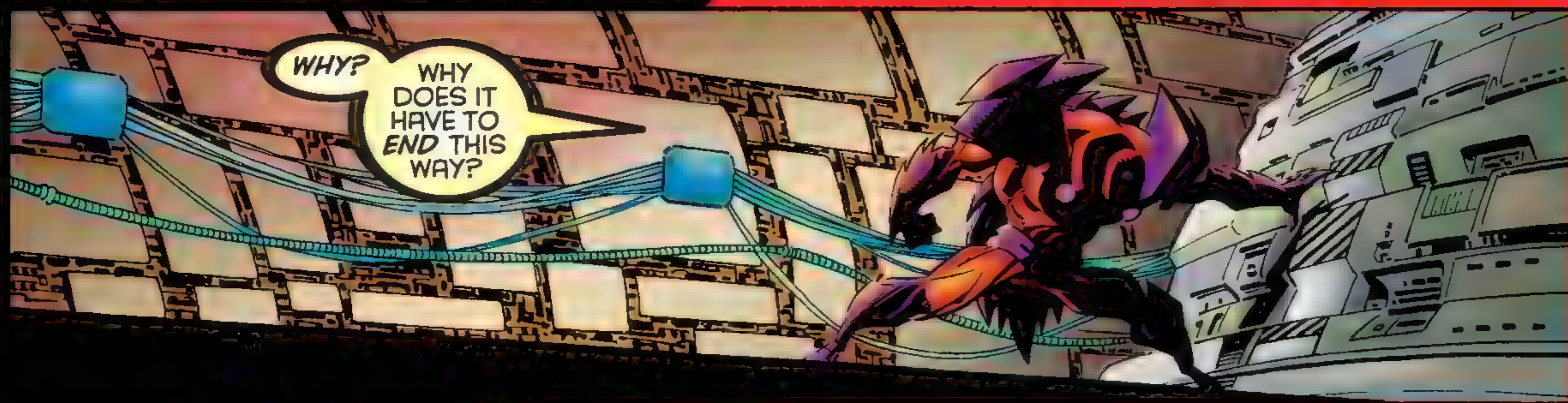


ALEX?!

KURT?

SEAN?

CABLE... ANYONE?!



IN MANY WAYS IT WAS THE ULTIMATE BETRAYAL...

... AS THE MAN ON WHOSE BELIEFS THE X-MEN WERE FOUNDED...

... SEEKS TO EXTINGUISH THEIR VERY LIVES.

BUT WHAT THE CREATURE KNOWN AS ONSLAUGHT DISCOVERS IS THAT THEIR SPIRIT IS NOT AS EASILY DESTROYED.

... BUT THE DREAM WILL NEVER...!

YOU MAY HAVE KILLED THE X-MEN...

BRBAM!

BRRRZZATZ

... DIE?

ON THE CONTRARY, JEAN SUMMERS.

SAYS YOU, BUB.

AT THAT MOMENT --

-- A SINGLE BEAM OF CRIMSON PUNCTURES THE CEILING.

WOLVERINE. Eh-- CYCLOPS...?

THE DREAM IS DEAD.





AND COMPANY, RED.

BY THE GODDESS, JEAN -- YOU LIVE!

BUT WHETHER THAT'S DUE TO US --

-- OR BECAUSE THERE'S A PART OF PROFESSOR XAVIER STILL IN THERE --

-- IS A QUESTION WE'LL HAVE TO ANSWER LATER.

NO QUARTER ASKED FOR, X-MEN...

... AND NONE GIVEN.

WE TAKE HIM HERE AND NOW, OR HE DOESN'T GET TAKEN!





IS IT
ME -- OR DOES
HIS ALL FEEL LIKE
SOME NIGHTMARE
VERSION OF A
DANGER ROOM
SCENARIO?

IT'S
YOU, MON
AMI!

NONE
OF MY
NIGHTMARES
ARE DIS
BAD!

GET
ME IN LOW
AND FAST,
SAMMY!

BUT
WHAT ABOUT THE
PROFESSOR?!

WE'LL GET
CHUCK BACK, I
SWEAR.

EVEN IF
I GOTTA PEEL
THIS ARMOR OFF
ONE LAYER AT A
TIME!

AND IF HE'S
NOT THERE,
LOGAN -- WHAT
THEN?

DID I TRAVEL ONE
HUNDRED YEARS INTO THE
PAST ONLY TO HAVE
FAILED...

WOLFGANG

... IN
PROTECTING
CHARLES XAVIER --
FROM
HIMSELF?

THE MAN CALLED
BISHOP WAS NEVER
ONE GIVEN TO
SELF DOUBT.

EVEN BEFORE HE JOINED THE X.S.E. --
A FUTURE VERSION OF THE X-MEN IN
A TIME FAR FROM NOW -- HE
BELIEVED HEART AND SOUL IN THE
VISION OF THE LEGENDARY XAVIER.

THERE ARE NO WORDS
THEN TO DESCRIBE HOW
HE FEELS AS THE BODY OF
ONSLAUGHT EVENTUALLY
STOPS WRITHING --

... AS HIS FELLOW MUTANTS
ENDURE A MOMENT OF
UNSPEAKABLE HORROR AT
THE VERY REAL POSSIBILITY...

... THAT THEIR
TEACHER --
THEIR FOUNDER...

... IS DEAD.

AT THEIR
HANDS.

YOU
REALIZE, OF
COURSE, THIS
IS ALL YOUR
FAULT.

Eh?
BEHIND
US?

BECAUSE
OF YOUR
FAILURE,
BISHOP...

... EVERYONE
DIES!

ONE HUNDRED YEARS
FROM THIS MOMENT...

... THE X-MEN
WILL HAVE BEEN
MURDERED.

BETRAYED BY
ONE OF THEIR
OWN.

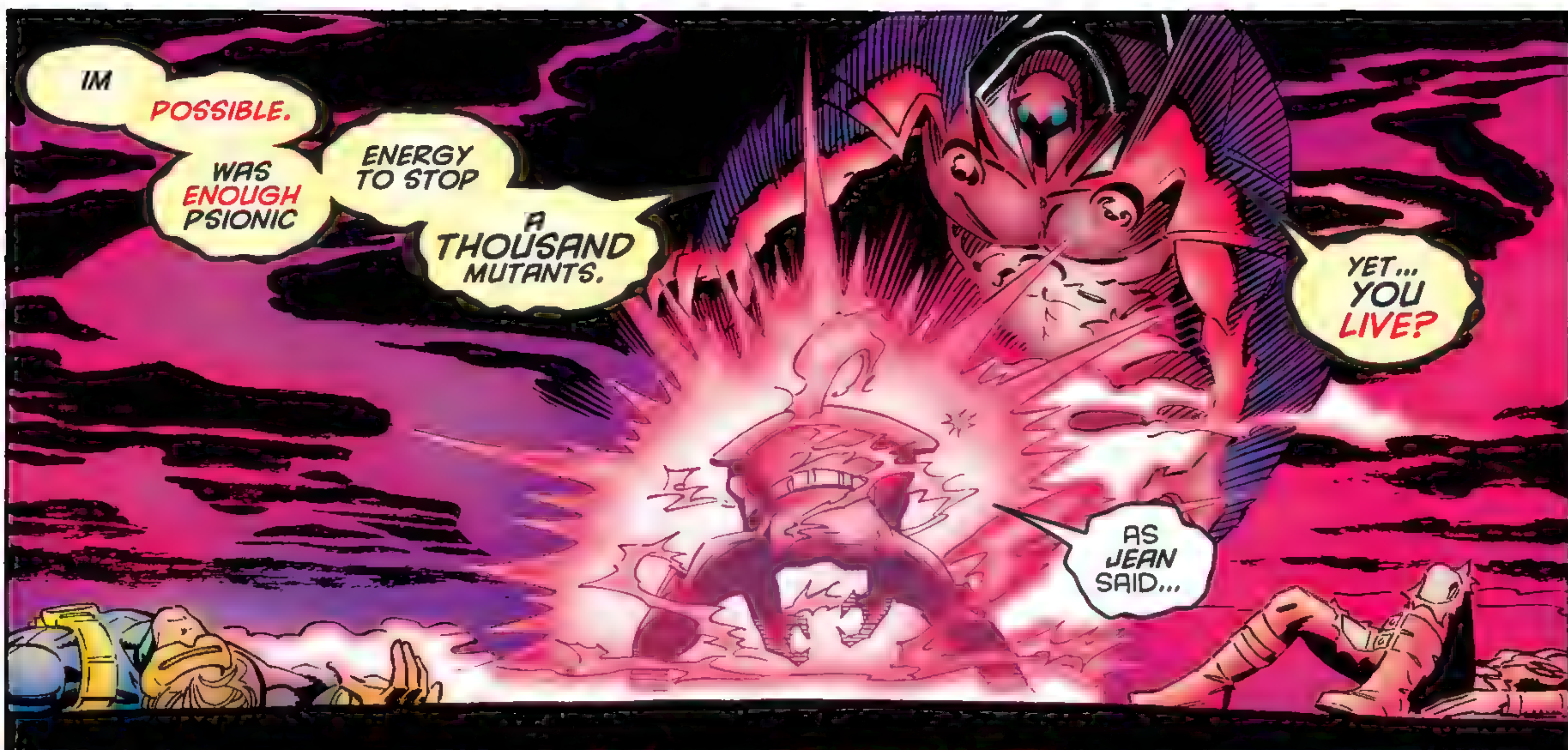
THAT'S WHAT
WOULD HAVE
HAPPENED...

... IF NOT FOR THE
DETERMINATION
OF ONE MAN.

A MAN WHO IN
AN INSTANT --

-- IN A SINGLE
ACT OF SELF-
SACRIFICE --

-- THROWS HIMSELF
BETWEEN THE FORCES
OF DESTINY... AND
REALITY.



IM

POSSIBLE.

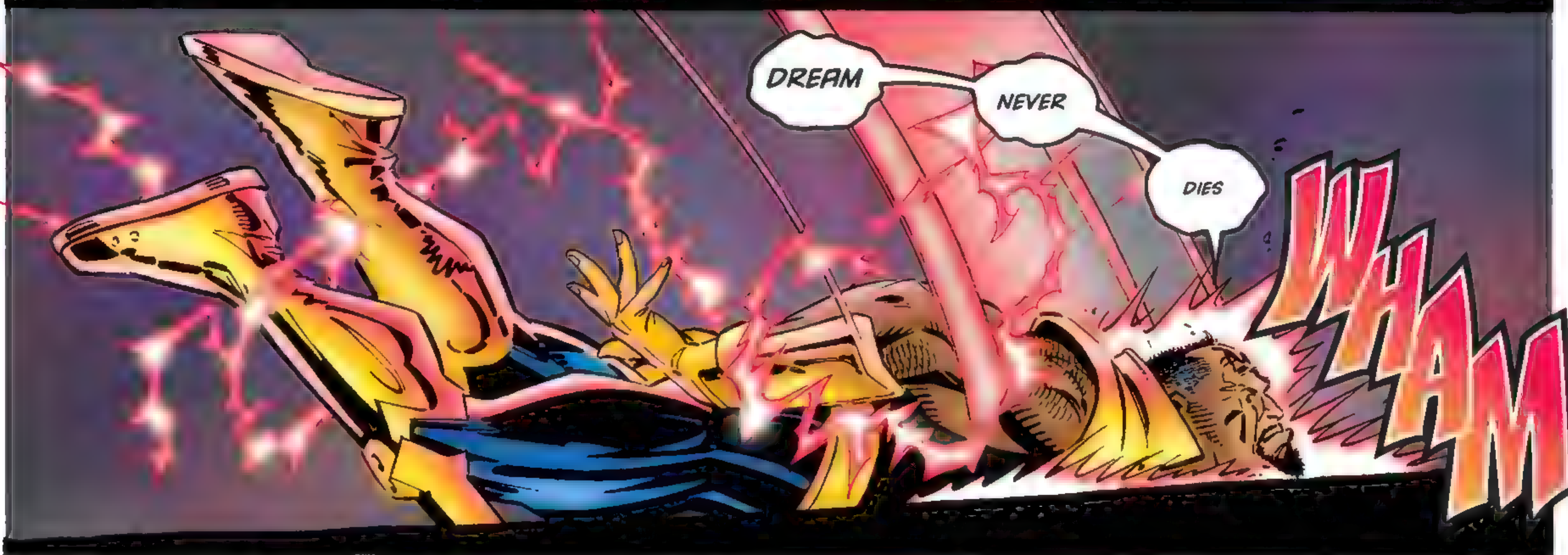
WAS
ENOUGH
PSIONIC

ENERGY
TO STOP

A
THOUSAND
MUTANTS.

YET...
YOU
LIVE?

AS
JEAN
SAID...



DREAM

NEVER

DIES

WHAM



ANOTHER
TIME AND
PLACE...

... I WOULD
HAVE
BEEN...

... PROUD.

YOU
REALIZE,
THOUGH, THEY'D
NEVER JOIN
YOU?



MUCH
TO MY
REGRET.

YES.

MAY I
BEGIN
EXPERIMENTING
ON THEM NOW...
WHILE THEY ARE
STILL
ALIVE?

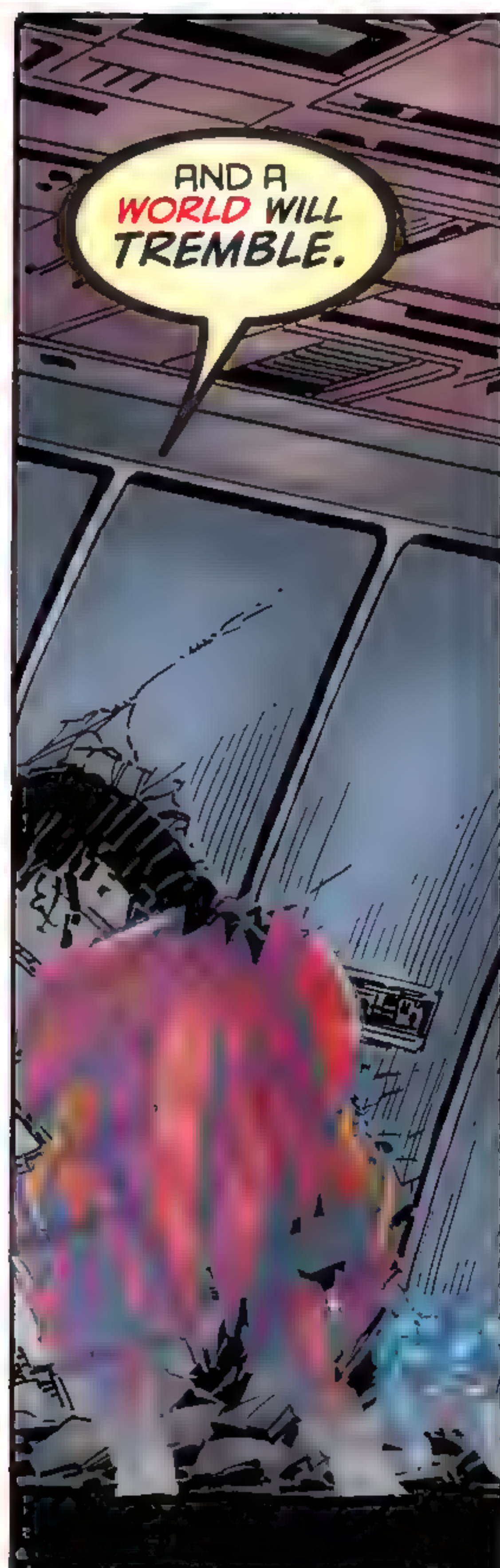
NOT AT
ALL. YOU SEEM
TO BE HAVING
DIFFICULTY
UNDERSTANDING,
MCCOY--



-- THAT
MY PLANS FOR
THIS WORLD GO
FAR FAR BEYOND
THE X-MEN.

SOON,
EVERY LIVING
CREATURE ON
EARTH...

... SHALL
BEHOLD MY
MIGHTY
HAND.



AND A
WORLD WILL
TREMBLE.





THE RECENT CEREBRO APPLICATIONS INDICATED A PREOCCUPATION WITH THE YOUNG MUTANT CALLED X-MAN.

BUT THERE WAS SOMETHING MORE.

SOMETHING IN THE TEXT OF THE FILES. THEY SEEMED LESS LIKE THEY BELONGED TO THE PROFESSOR... AND MORE AS IF THEY WERE... MAGNETO'S?



S'FUNNY, WHEN WE WERE CHECKIN' THE READY ROOM, AND SAW ALL THOSE FILES ON FRANKLIN RICHARDS --

-- WOLVERINE MADE MENTION OF ONSLAUGHT'S RESEMBLANCE TO MAGNETO, AND THE THING WENT BANANAS.

IF MAGNETO IS STILL ALIVE, IS IT POSSIBLE HE'S SOMEHOW EXERTIN' HIS MIND OVER XAVIER'S?

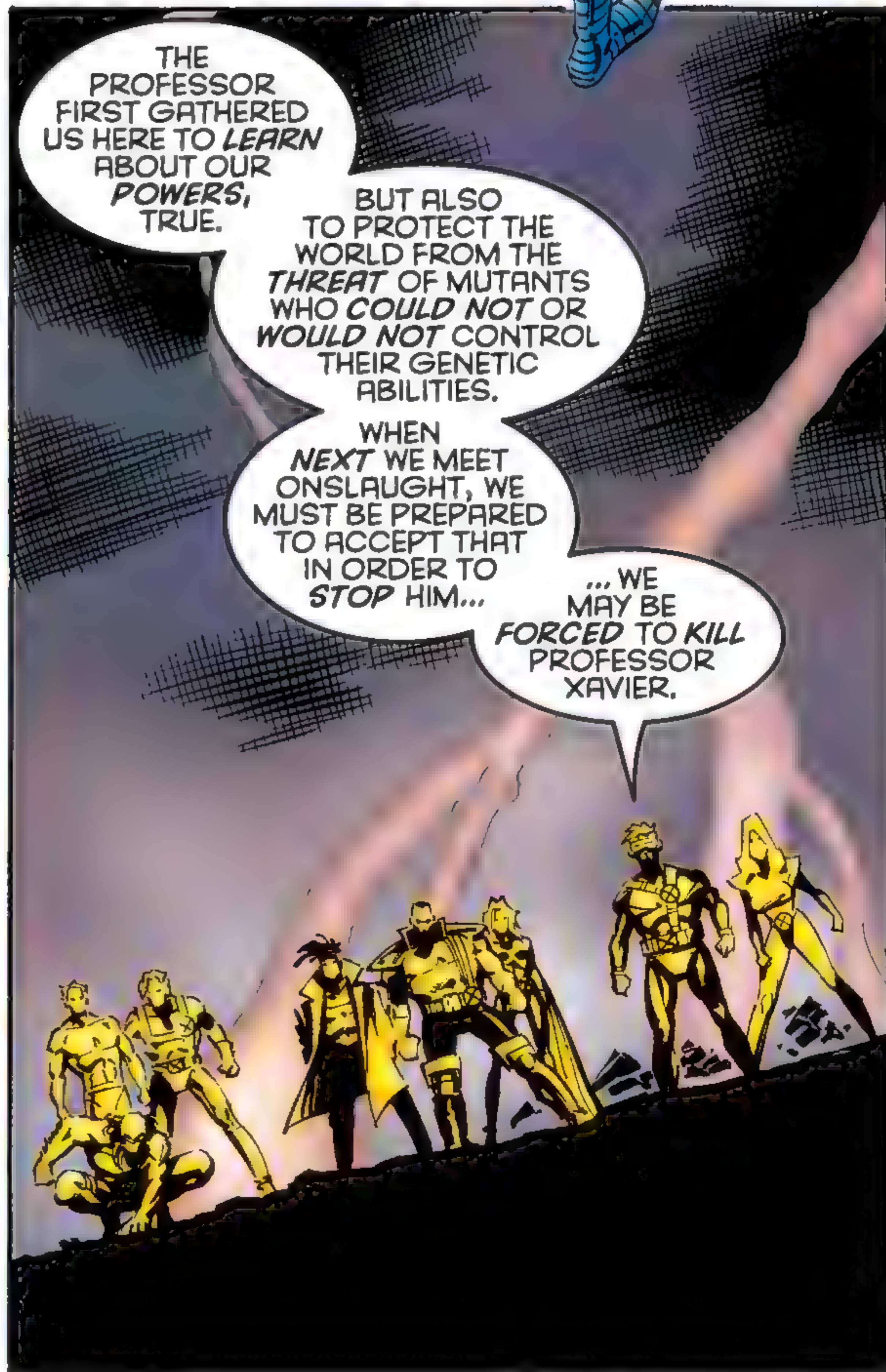


UNLIKELY --

-- BUT AT THIS JUNCTURE, WE HAVE TO ASSUME ANYTHING IS POSSIBLE.

INCLUDING THE VERY REAL POSSIBILITY THAT THIS MAY BE THE ENTIRE REASON WE WERE BROUGHT TOGETHER IN THE FIRST PLACE.

WHAT ARE YOU SAYING, SCOTT?



THE PROFESSOR FIRST GATHERED US HERE TO LEARN ABOUT OUR POWERS, TRUE.

BUT ALSO TO PROTECT THE WORLD FROM THE THREAT OF MUTANTS WHO COULD NOT OR WOULD NOT CONTROL THEIR GENETIC ABILITIES.

WHEN NEXT WE MEET ONSLAUGHT, WE MUST BE PREPARED TO ACCEPT THAT IN ORDER TO STOP HIM...

... WE MAY BE FORCED TO KILL PROFESSOR XAVIER.

SOMEWHERE WITHIN
THE UNSUSPECTING
HEART OF AMERICA...



MARVEL
COMICS

X-MEN

AUG '96 335

ONSLAUGHT
PHASE 1

THE UNCANNY

ONSLAUGHT
AND BEYOND!
UPDATE INSIDE!

APPROVED
BY THE
COMICS
CODE
AUTHORITY



FROM THE ONSLAUGHT...
AN APOCALYPSE COMES!

MAD
10320021



HE IS BLIND...
YET SEES ALL.

HIS HEART, IT IS SAID, IS MADE OF
THE MOST ANCIENT STONE... YET
OTHERS WILL SWEAR THAT HEATED
BLOOD ROARS THROUGH HIS VEINS.

HE IS BOTH BLESSED
AND CURSED WITH
ETERNAL LIFE.

HIS NAME IS
OZYMANDIAS.

ONCE UPON A TIME,
WHEN CIVILIZATION
WAS YOUNG, HE
FANCIED HIMSELF A
KING.

OVER THE
CENTURIES,
HOWEVER...

... HE REALIZED HOW
NAIVE HE WAS TO
PRESUME HE KNEW
ANYTHING ABOUT
POWER.

MASTER --

HE SPEAKS IN
A TONE HUSHED
BY FEAR AND
WONDER ...

-- YOU
HAVE AT
LONG LAST
AWAKENED.

 **TIME OF TROUBLE**
YOU MUST READ **OVERLORD** NOW - BEFORE YOU EVEN
LOOK AT THIS ISSUE!

YES,
OZYMANDIAS.

AFTER
TOO LONG A
SLEEP -- DEEP WITHIN
MY STRONGHOLD, ONCE
MORE REGENERATING,
HEALING --

**--APOCALYPSE
LIVES!**

AMEN
TO THAT,
MILORD.

IT WAS NOT
ALWAYS
THIS WAY.

WHEN THEY FIRST MET
UPON THE DESERT
SANDS OF EGYPT --
IN THE SHADOW OF THE
HALF-BUILT PYRAMIDS...

... OZYMANDIAS RULED,
AND IT WAS THE SLAVE
KNOWN AS EN SABAH
NUR WHO SERVED.

BUT THAT WAS BEFORE
THE GENETIC FURY RIPPED
FORTH FROM THE YOUNG
SLAVE.

BEFORE HE LEARNED
HE WAS A MUTANT.

BEFORE HE KNEW IT
WAS APOCALYPSE'S
DESTINY...

... TO SURVIVE.

stan lee presents: the uncanny x'men

lobdell. madureira. townsend. buccellato/team buccel!starkings/comicraft. harras

MUCH HAS
TRANSPIRED
DURING YOUR
SLUMBER.

MUCH
THAT EVEN I
COULD NOT
HAVE --

ENOUGH.

IT IS
ALL THERE UPON
THE TAPESTRY THAT
EXISTS IN YOUR
MIND.

COME.

IT HAS
BEEN TOO
LONG SINCE I
CAST MY EYES
TOWARD THE
HEAVENS.

XAVIER
HAS FALLEN FROM
GRACE.

WHERE
ONCE THERE WERE
TWO -- MAGNETO AND
PROFESSOR X --
NOW THERE IS
ONE.

THEY
STAND UNITED...
THEY ARE ONSLAUGHT...
TEETERING ON THE
PRECIPICE BETWEEN
MADNESS --

-- AND
OMNIPOTENCE.

IRONIC,
IS IT NOT?

THAT I
WOULD SPEND EVEN
A FRACTION OF MY
LONG LIFE DEDICATED
TO DESTROYING
THE DEFENDERS OF
THE WEAK --

-- THOSE
CALLED
X-MEN --

-- ONLY
TO LEARN THAT,
LEFT TO THEIR
OWN DEVICES, THEY
WOULD MORE
SOUNDLY DEFEAT
THEMSELVES.



IT CAN ONLY MEAN ONE THING.

THAT THE AGE OF WONDERS NEARS ITS END.

"AGE OF WONDERS?"

THE BRIEF ABERRATION IN HISTORY WHEN MERE HUMANS *SHARE* IN THE GLORY OF POWER BEYOND THEIR KEN.



A TIME WHEN *MEN* FLEW TO THE *STARS* AND FELL TO *EARTH* AS *GODS*.

WHEN THE *FAVORED* SON OF IMMORTAL *ASGARD* ONCE MORE WALKED THE EARTH AND EMBRACED *MORTALS* --

-- AND *ASSEMBLAGES* OF "*HEROES*" GATHERED TO *AVENGE* THOSE UNABLE TO DEFEND THEMSELVES.

HERE? NOW?

HOW CAN YOU EVEN KNOW IT IS ENDING...?

BECAUSE OF MY "*OLD FRIEND*" HERE...



... WHOSE *VERY PRESENCE* SPEAKS VOLUMES MORE THAN ANY *WORDS* HE IS *FORBIDDEN* BY HIS *COSMIC BRETHREN* TO UTTER.

HE IS *UATU*, A *WATCHER*.

HE IS HERE TO BEAR *SILENT WITNESS* TO THE *END* OF THE *AGE OF WONDERS*.



AND ALL HE CAN DO IS *OBSERVE*... AS ONLY THE *FITTEST* SURVIVE!

AT THAT MOMENT,
HALF A WORLD
AWAY...

... ON THE
NORTHEAST
COAST OF
UNITED
STATES...

... FIVE
HEROES...

IRON MAN

CAPTAIN
AMERICA

THOR

QUICKSILVER

SCARLET
WITCH

... MEMBERS OF THE MIGHTY
ASSEMBLAGE KNOWN AS THE
AVENGERS HEAD TOWARD
A MEETING WITH DESTINY.

DO
YOU THINK IT'S
POSSIBLE --

-- THAT
ANYONE
SURVIVED?

THE AVENGERS HAVE
ALWAYS KNOWN THE
XAVIER INSTITUTE TO
BE A WARM PLACE...

... A SECRET SANCTUARY TO THE
MUTANTS WHO HAVE DEDICATED
THEMSELVES TO DEFENDING A
WORLD WHICH WOULD RATHER
SEE THEM DEAD.

BUT TODAY, THE X-MEN'S
SANCTUARY HAS BEEN
VIOLATED.

BY ONE OF
THEIR OWN.

AND THE LIVES OF
THOSE WHO ONCE
LIVED HERE --

-- MIGHT VERY WELL BE
AS SHATTERED AS THIS
WESTCHESTER MANSION.

SEE www.marvel.com
STILL ON SALE, IF YOU'RE
LUCKY! - Bob



VISION... ANYTHING?

NO.

THE QUINJET'S SENSORS ARE NOT PICKING UP ANY LIFE READINGS... BUT THAT IS NOT UNEXPECTED.

AS MUTANTS, THE X-MEN HAVE MANY ENEMIES. SOME APPARENTLY KNOW OF THEIR SECRET MOTHERHOUSE, WHICH IS NO DOUBT HEAVILY SHIELDED FR--



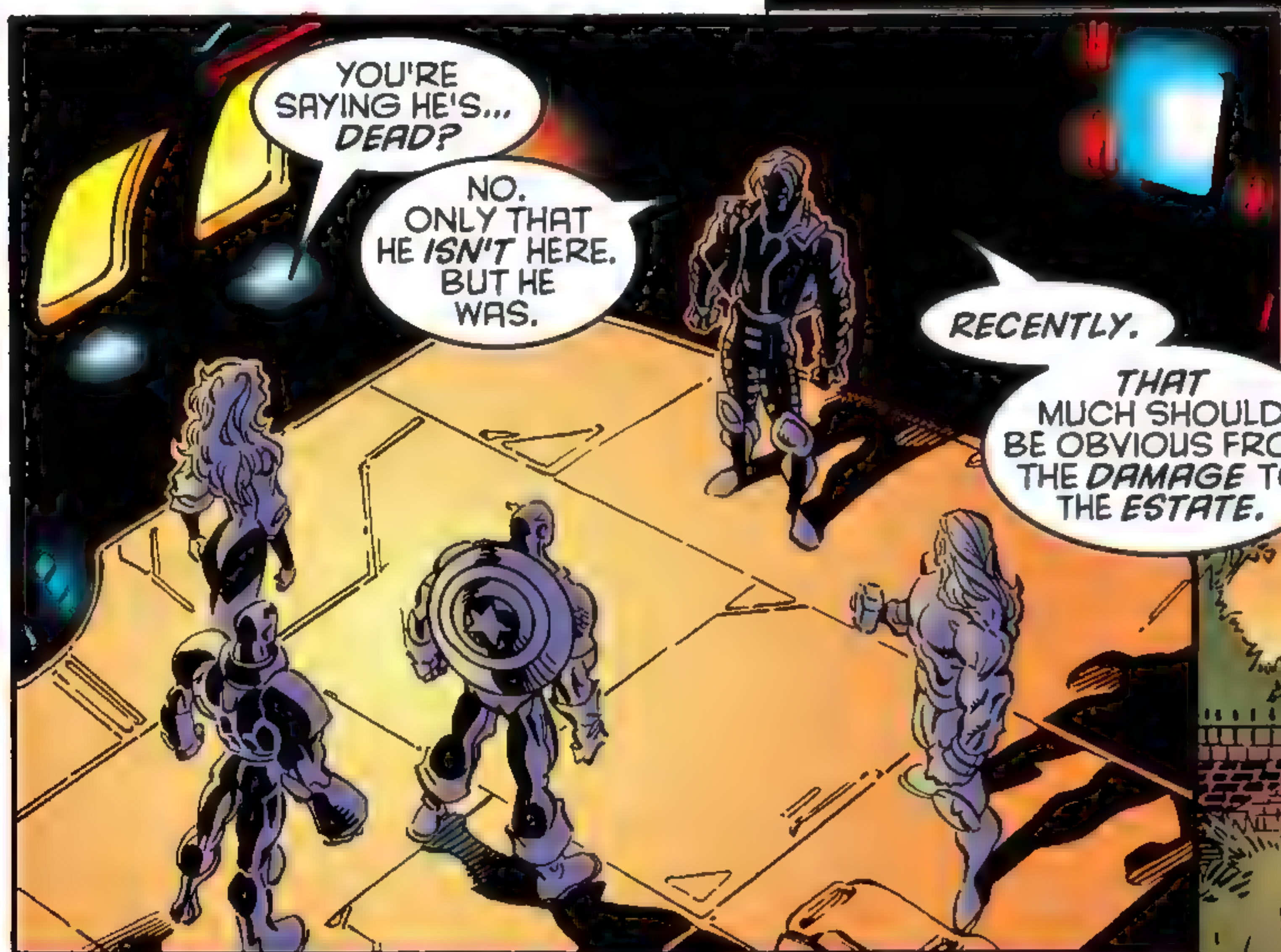
THEY'RE ALIVE.

I CAN... SENSE THEM.

ALL OF THEM. EXCEPT XAVIER.

HIS NAME IS NATE GREY, NATIVE OF ANOTHER REALITY. A PARALLEL WORLD THAT NO LONGER EXISTS.

HE POSSESSES MORE RAW PSIONIC POWER THAN HIS YOUNG BODY CAN HOPE TO CONTAIN.



YOU'RE SAYING HE'S... DEAD?

NO. ONLY THAT HE *ISN'T* HERE. BUT HE WAS.

RECENTLY.

THAT MUCH SHOULD BE OBVIOUS FROM THE DAMAGE TO THE ESTATE.



WHY DON'T YOU PEOPLE WANT TO ACCEPT THE REALITY THAT XAVIER HAS --



NATE, WE'VE AGREED TO INVESTIGATE YOUR CONCERNS.ⓧ

BUT WE'VE ALL KNOWN PROFESSOR X FOR YEARS.

WE'LL HAVE OUR ANSWERS SOON ENOUGH.



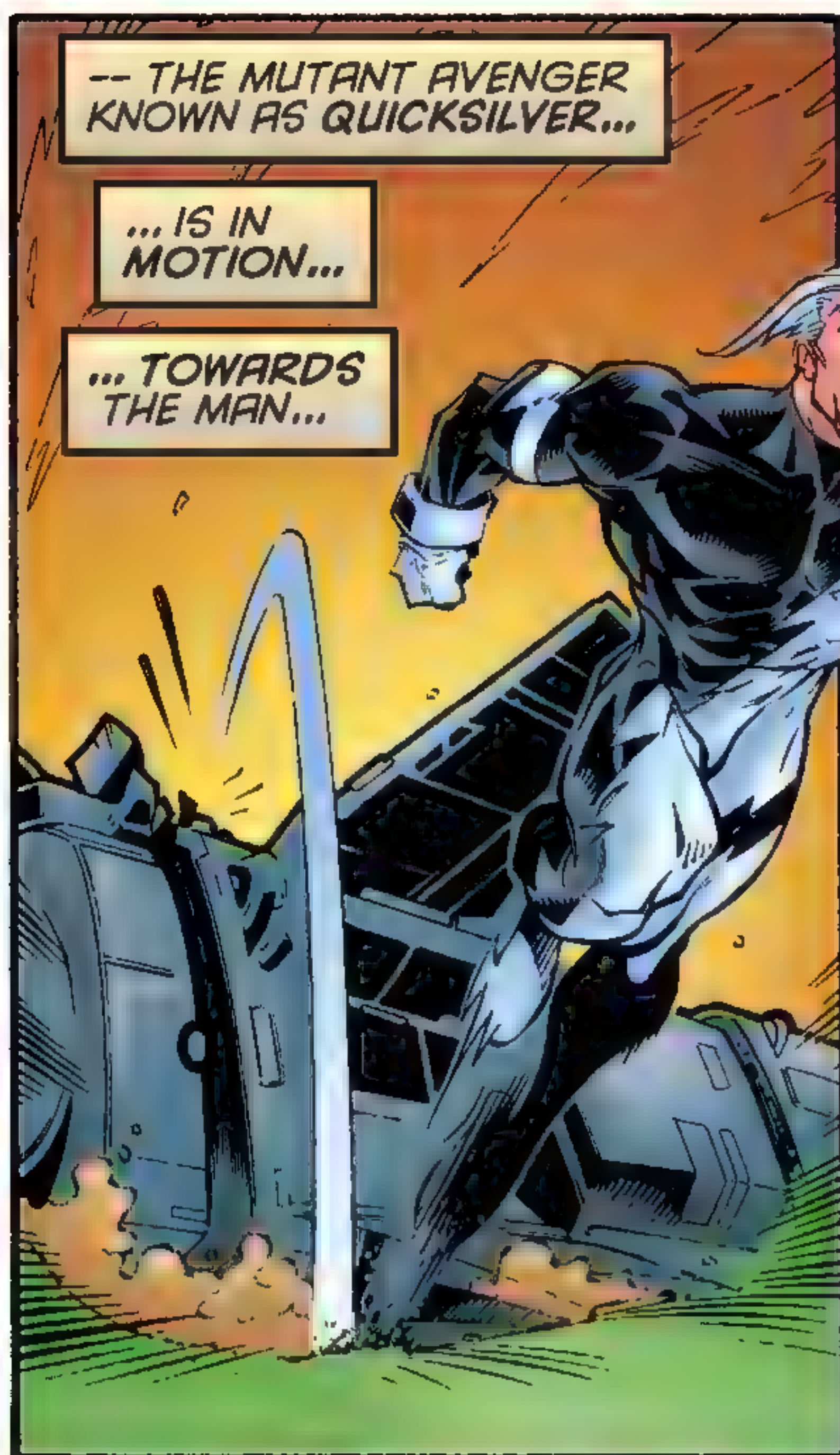
SOONER.

AVENGERS ASSEMBLE --



IN THE INSTANT BEFORE IMPACT...

-- WE ARE UNDER ATTACK.



MAYBE
LATER, PAL.

FOR
THE MOMENT,
LET'S CONCENTRATE
ON THE QUESTIONS
AT HAND,
OK?

LIKE --
WHAT HAPPENED
HERE?

AS
TWO OF THE
NEWEST MEMBERS
OF THE X-MEN, YOU
MIGHT NOT REALIZE
OUR TEAMS HAVE A
LONG HISTORY
OF WORKING
TOGETHER.

IF WE
ARE NEEDED, THE
AVENGERS STAND
READY TO OFFER
ASSISTANCE.

IN RESPONSE...

... THE HEAVENS
THEMSELVES
SEEM TO OPEN!

WE
HAVE BEEN HAVING
SOMETHING OF A
DIFFICULT TIME WITH OUR
"FRIENDS" OF LATE,
AVENGERS...



THAT'S PUTTING IT ONE WAY.

... IF YOU WILL BEAR WITH US A MOMENT, OLD FRIENDS --

-- YOU WILL UNDERSTAND WHY YOU MUST ALLOW PHOENIX TO TELEPATHICALLY VERIFY YOUR IDENTITIES BEFORE WE CAN ACCEPT YOUR GENEROUS OFFER OF ASSISTANCE.

NOTHING PERSONAL.

TRANSLATED, THAT MEANS "NOBODY MOVES..."

...NOBODY GETS HURT."

CANNONBALL

PHOENIX

STORM

ICEMAN

WOLVERINE



BRIGHT, NATE.

AFTER THAT BATTLE WITH HOLOCAUST, I WAS HOPING THE AVENGERS COULD HELP ME.

Bob



INSTEAD, THEY DROP ME SMACK IN THE MIDDLE OF...

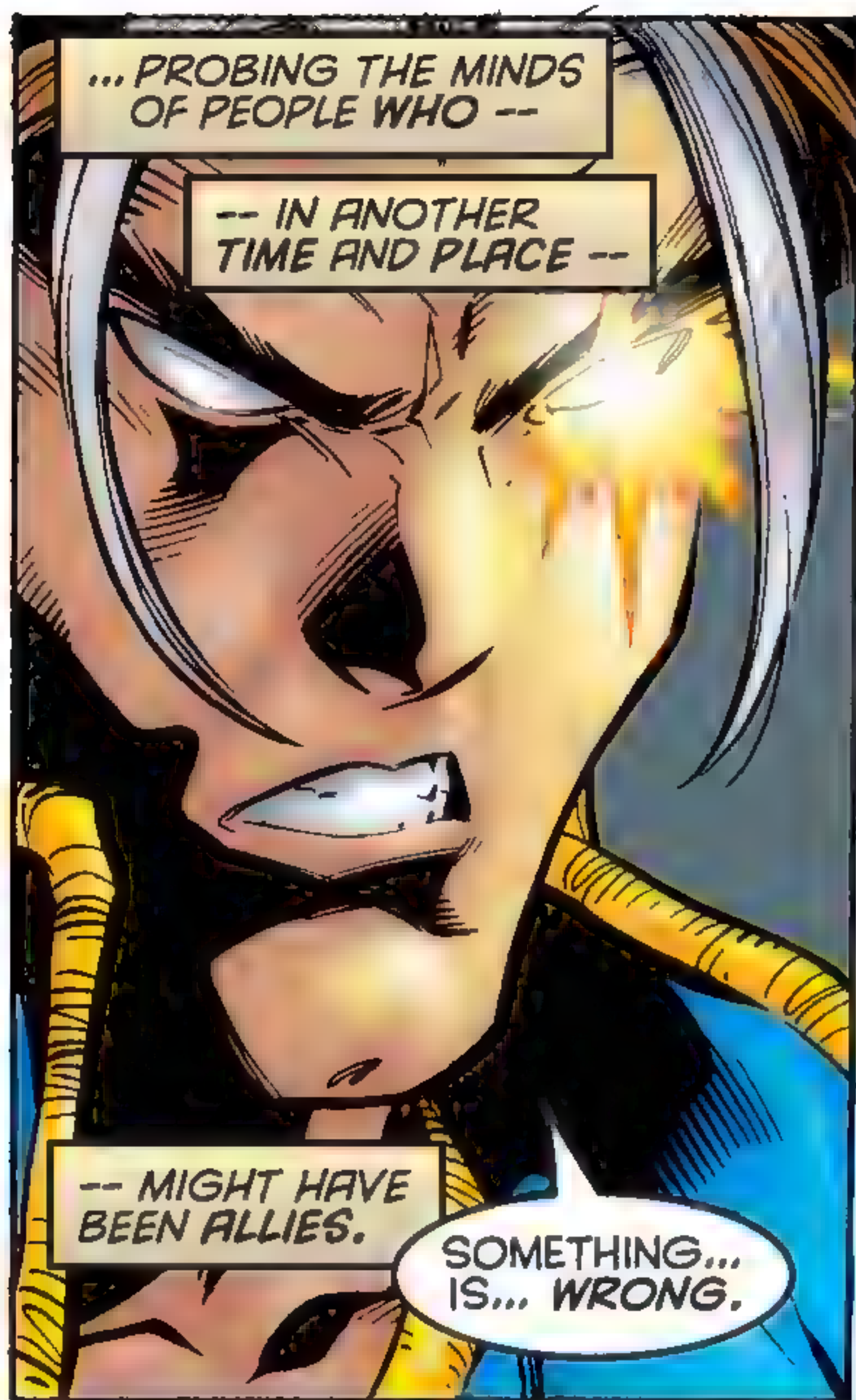
... OF...

MADDIE --?



HERE? HOW IS THAT... POSSIBLE?

INSTINCTIVELY, AS THIS IMPULSIVE YOUNG MAN DOES EVERYTHING, HE REACHES OUT WITH THE POWER OF HIS MIND...



... PROBING THE MINDS
OF PEOPLE WHO --

-- IN ANOTHER
TIME AND PLACE --

-- MIGHT HAVE
BEEN ALLIES.

SOMETHING...
IS... WRONG.



NATE, I DON'T PROFESS TO BE
AN EXPERT ON MUTANT ABILITIES,
BUT IT'S CLEAR *WHATEVER* YOU'RE
DOING IS PUTTING A STRAIN
ON YOU.

MAYBE
YOU SHOULD
REST UNTIL WE
SORT OUT
WHAT --

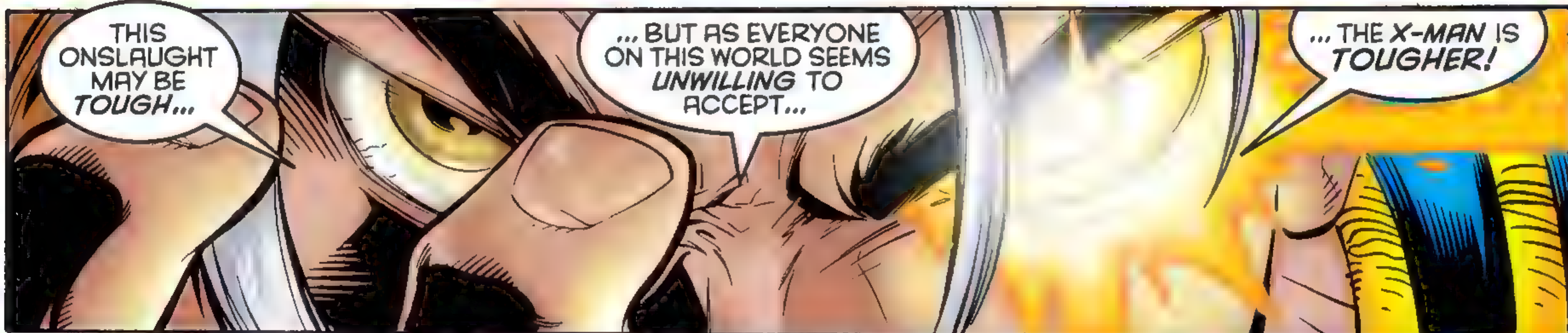
NO.

I'M
SUPPOSED... TO
BE... STRONGER
THAN THIS!



THE
ASTRAL
PLANE...

... IS BEING
INTERFERED... WITH...
SOMEHOW!



THIS
ONSLAUGHT
MAY BE
TOUGH...

... BUT AS EVERYONE
ON THIS WORLD SEEMS
UNWILLING TO
ACCEPT...

... THE X-MAN IS
TOUGHER!

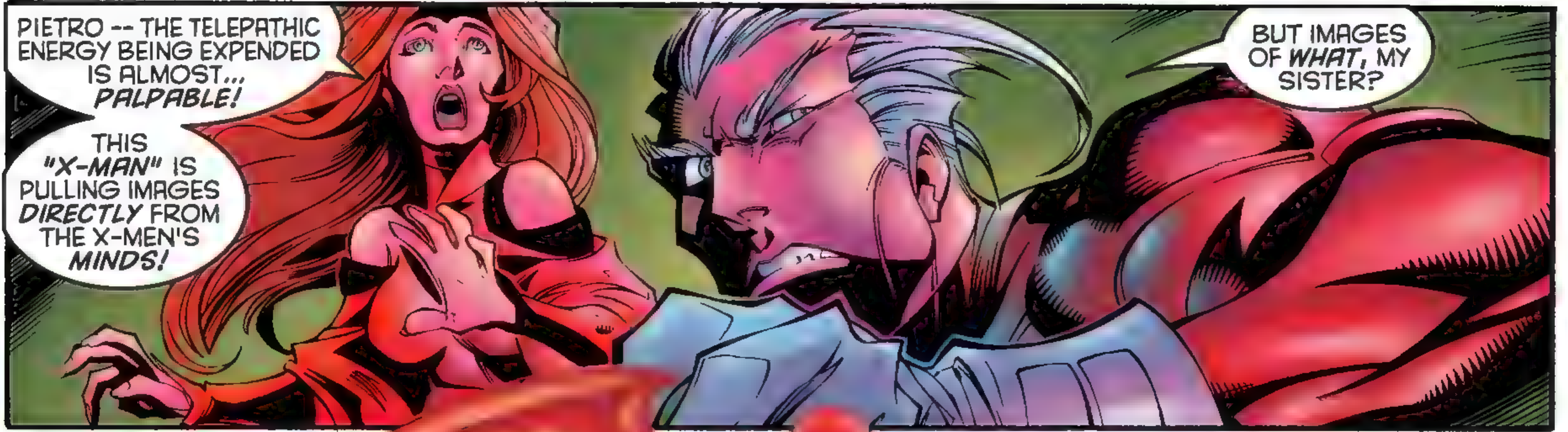


IN AN INSTANT,
REALITY SEEMS
TO WARP AROUND
HIM...

... WHILE AT THE SAME
TIME, HE PULLS FORTH
THE DISPARATE THREADS
OF MEMORIES FROM EACH
OF THE X-MEN PRESENT.

WITH AN EASE THAT
BORDERS ON
FRIGHTENING --

-- HE WEAVES THOSE THOUGHTS
TOGETHER TO FORM A SINGLE
IMAGE OF THE CREATURE
RESPONSIBLE FOR ALL THE
DAMAGE DONE HERE THIS DAY...



PIETRO -- THE TELEPATHIC ENERGY BEING EXPENDED IS ALMOST... PALPABLE!

THIS "X-MAN" IS PULLING IMAGES DIRECTLY FROM THE X-MEN'S MINDS!

BUT IMAGES OF WHAT, MY SISTER?



WHILE I'M ADMITTEDLY FAIRLY NEW TO ALL OF THIS --

-- I'M GOING TO GO OUT ON A LIMB HERE AND GUESS THAT'S THE BAD GUY!

IRON MAN IS CORRECT. IT IS AN IMAGE OF THE ENTITY THAT ATTACKED US.

IF HE IS NOT STOPPED --

-- SOON --

-- HE MAY VERY WELL THREATEN THE ENTIRE WORLD!

HOW?

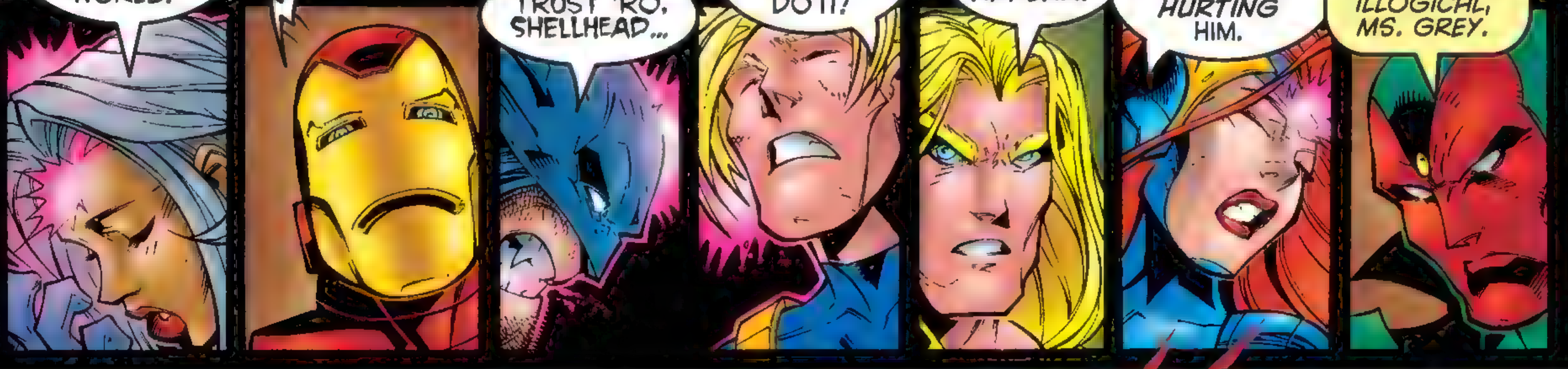
TRUST 'RO, SHELLHEAD...

...HE'S GOT... THE POWER... TO DO IT!

SO IT WOULD APPEAR.

HAVE TO STOP HIM... WITHOUT HURTING HIM.

THAT SEEMS ILLOGICAL, MS. GREY.



ZZZZZZ!

WOULNPH!

AND THIS KID IS ONLY MAKING THINGS WORSE!





THE
BEING WHO
ATTACKED
US?
IT
CALLS ITSELF
ONSLAUGHT.

HE IS
PROFESSOR
CHARLES
XAVIER.

IS THAT
POSSIBLE?

OF
COURSE IT'S
POSSIBLE! SEE --
IT'S JUST LIKE I'VE
SAID SINCE
I CAME TO THIS
REALITY!

BURIED
SOMEWHERE IN
ITS PSIONIC FORM
IS THE MAN THE
X-MEN HAVE KNOWN
AND TRUSTED FOR
YEARS --

-- SINCE
HE BROUGHT
US ALL
TOGETHER.

CHARLES
XAVIER IS A
THREAT TO THIS
WORLD AS SURELY
AS APOCALYPSE
WAS TO MY
OWN!

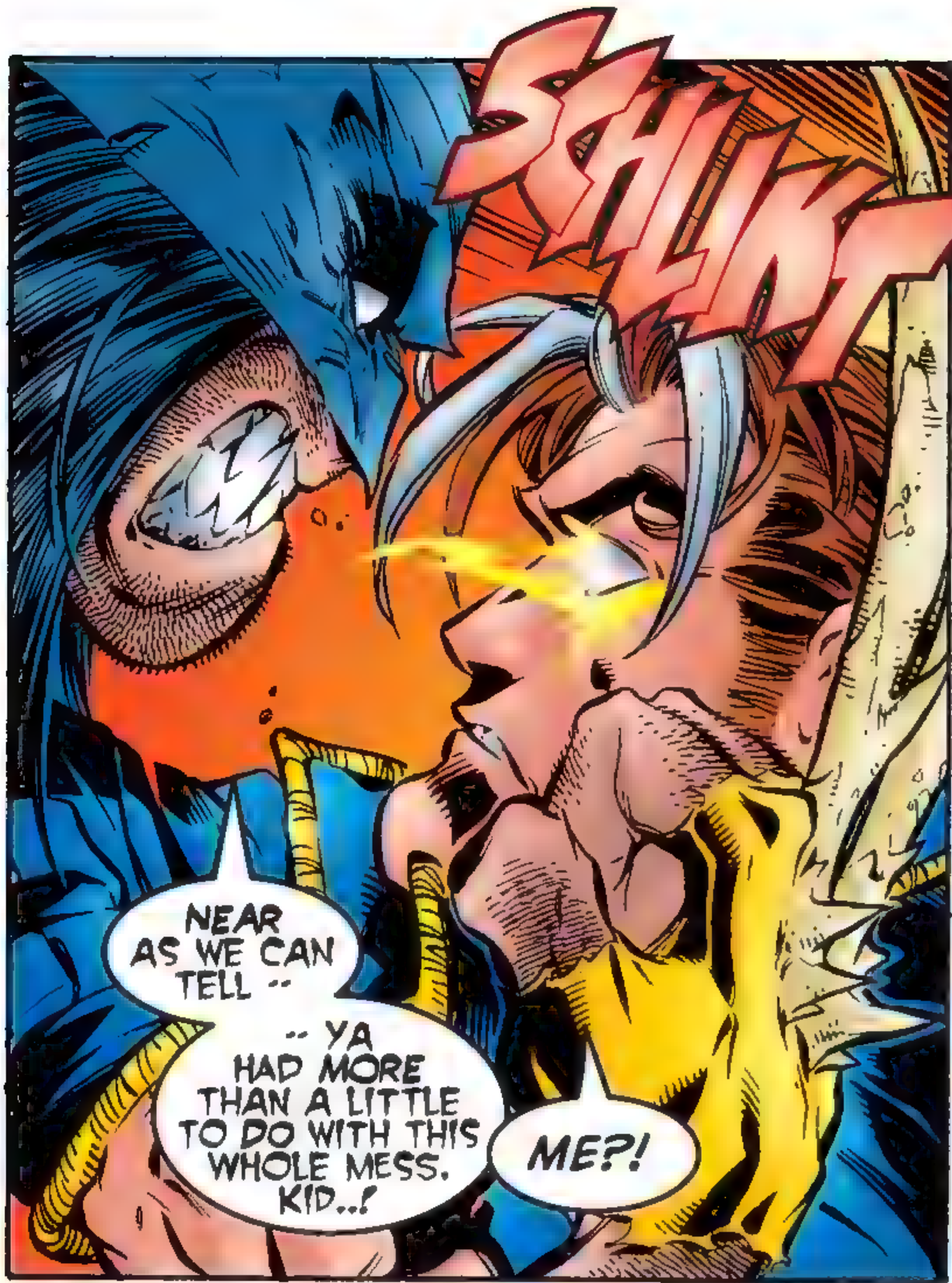
I'VE
KNOWN THIS
SINCE THE MOMENT
I ENCOUNTERED HIM
ON THE ASTRAL
PLANE!

CHARLES
XAVIER IS AN
EVIL --

SHUT
YER TRAP,
PLUNK -- OR I'LL
SHUT IT FOR
YA!

WELL,
HERE'S AN
ORIGINAL WAY
TO START UP A
FREE AND OPEN
EXCHANGE OF
IDEAS.





NEAR
AS WE CAN
TELL --

-- YA
HAD MORE
THAN A LITTLE
TO DO WITH THIS
WHOLE MESS.
KID..?

ME?!

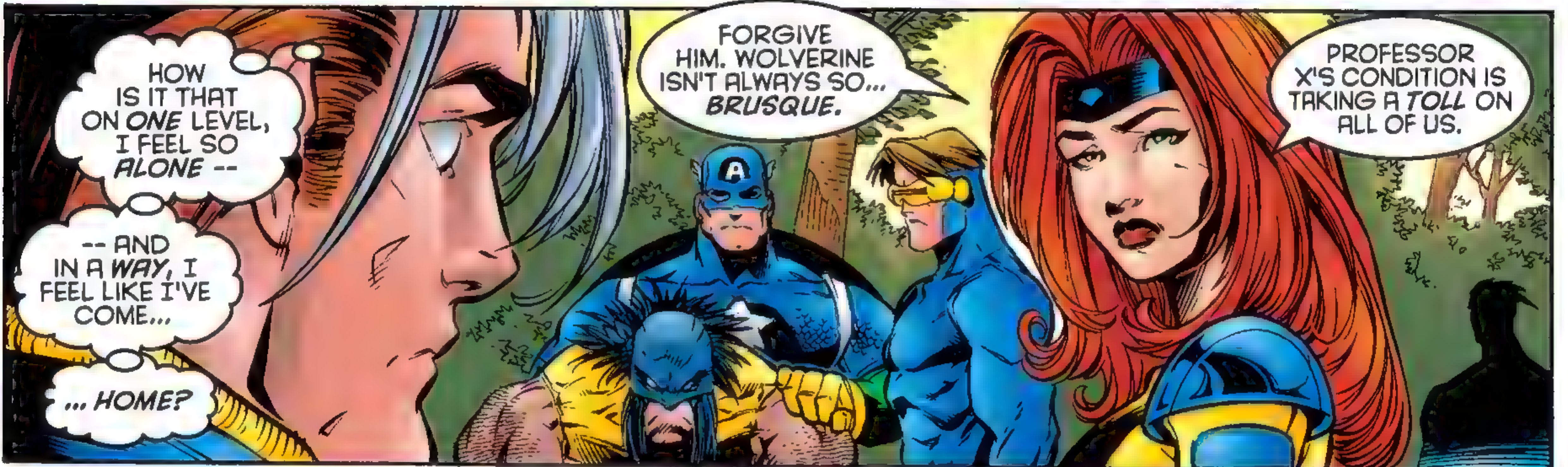


NOW
ISN'T THE
TIME FOR *THIS*
CONVERSATION,
LOGAN.

WE
HAVE TO
CONCENTRATE ON
WORKING *TOGETHER*
TO DEFEAT THIS
"ONSLAUGHT."

LATER,
KID.

COUNT
ON IT, OLD
MAN.



HOW
IS IT THAT
ON *ONE* LEVEL,
I FEEL SO
ALONE --

-- AND
IN A *WAY*, I
FEEL LIKE I'VE
COME...

... HOME?

FORGIVE
HIM. WOLVERINE
ISN'T ALWAYS SO...
BRUSQUE.

PROFESSOR
X'S CONDITION IS
TAKING A TOLL ON
ALL OF US.



WE NEED CLARIFICATION.
THE CHARLES XAVIER WE KNEW
IS A KIND AND GENTLE MAN.

WHAT COULD
POSSIBLY
HAVE HAPPENED
TO CAUSE THIS?

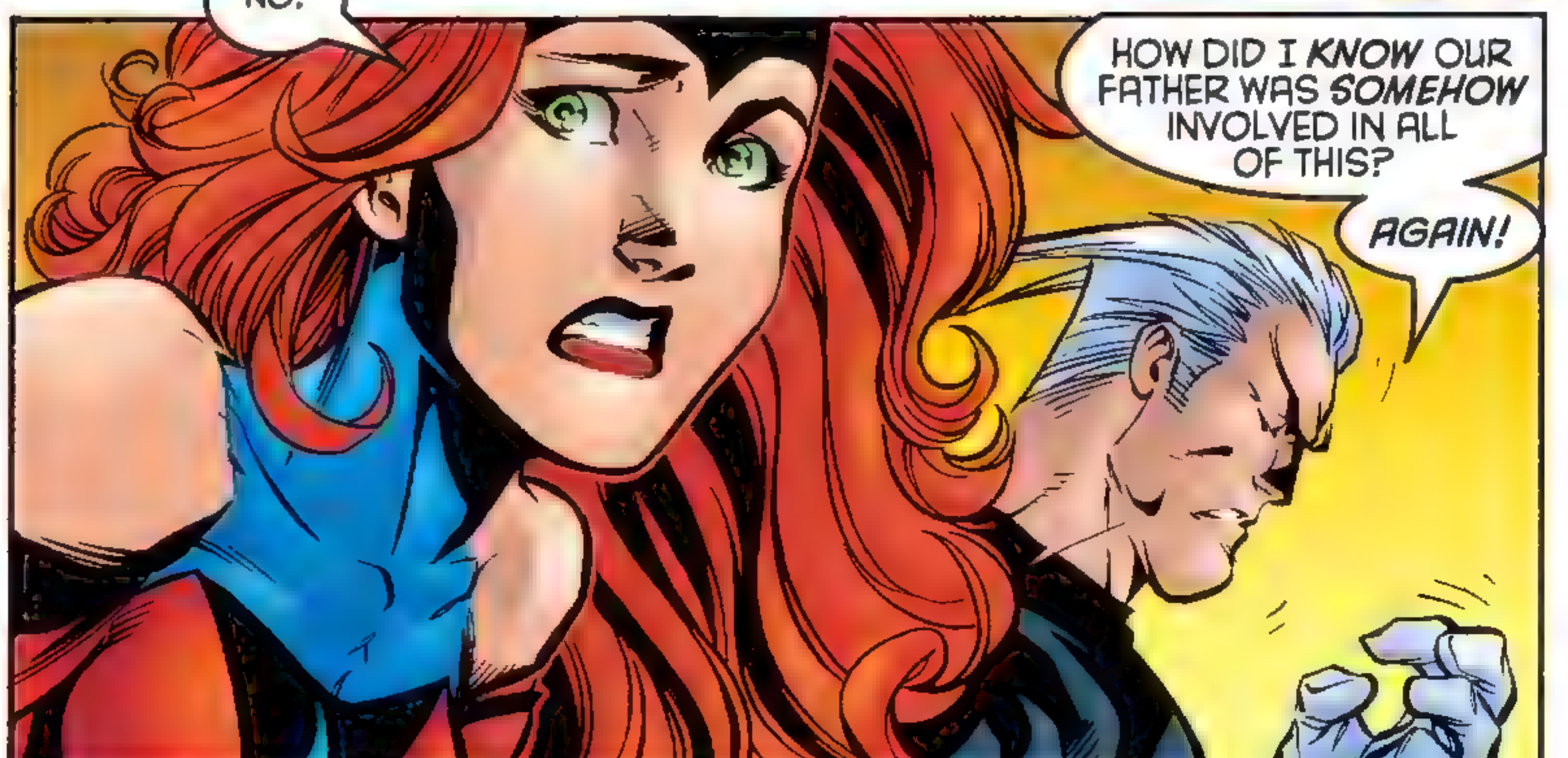


YEAH,
WELL -- TURNS
OUT HE ISN'T
EXACTLY ON HIS
OWN.

BY WHAT
WE SAW, AND WHAT
HE SAID, XAVIER'S
MIND IS SOME-
HOW BEING
INFLUENCED...

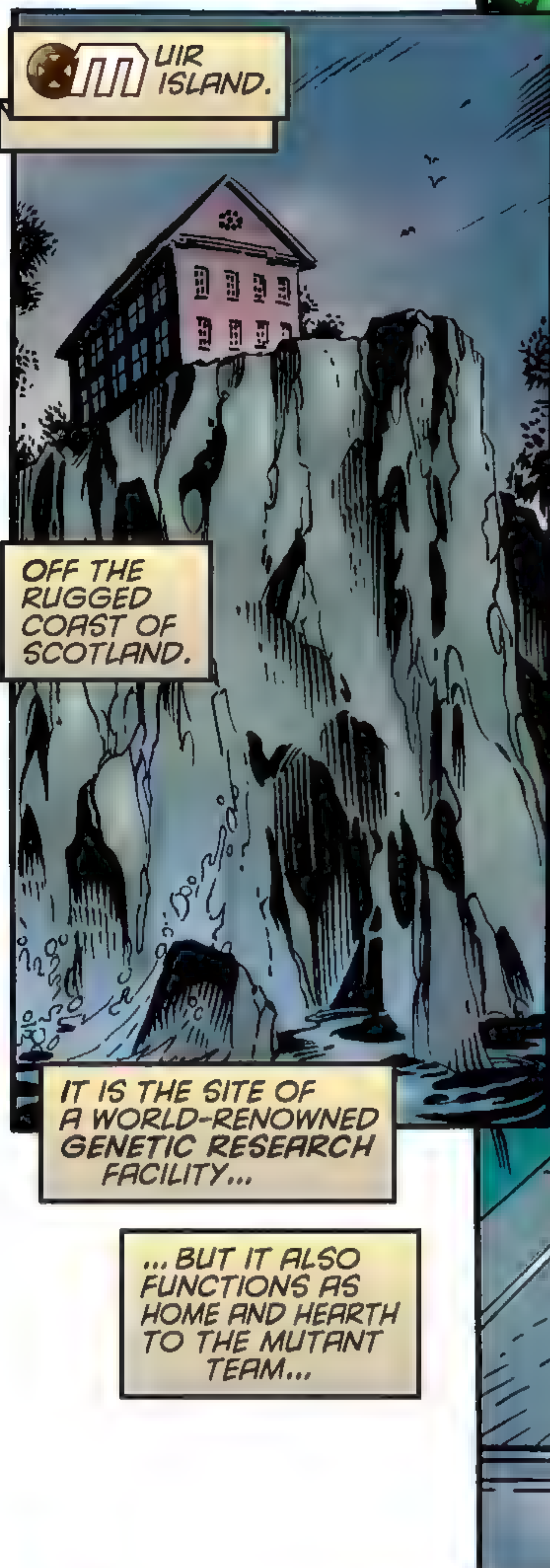
... BY
MAGNETO!

NO.



HOW DID I *KNOW* OUR
FATHER WAS *SOMEHOW*
INVOLVED IN ALL
OF THIS?

AGAIN!



MUIR ISLAND.

OFF THE
RUGGED
COAST OF
SCOTLAND.

IT IS THE SITE OF
A WORLD-RENOWNED
GENETIC RESEARCH
FACILITY...

... BUT IT ALSO
FUNCTIONS AS
HOME AND HEARTH
TO THE MUTANT
TEAM...

EXCALIBUR

... MERCIFULLY,
ALL THE X-MEN
SURVIVED.

THANK
HEAVEN! BUT
WHAT ABOUT
CHARLES, NIGHT-
CRAWLER?

APPARENTLY,
MOIRA, HE -- OR
RATHER, ONSLAUGHT --
AND SOMEONE POSING
AS THE BEAST
MANAGED TO
ESCAPE.

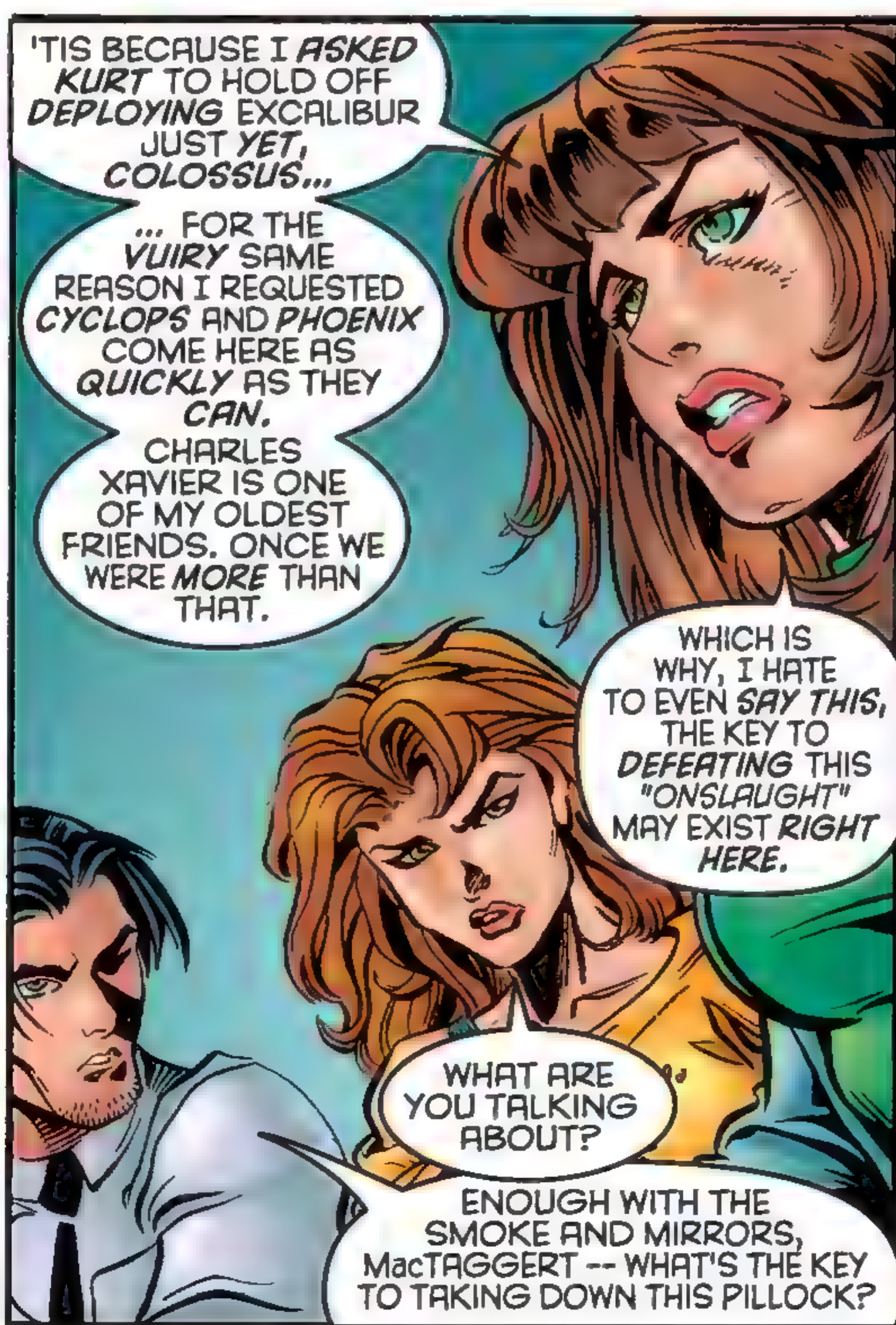
AS OF
YET, NEITHER
THE X-MEN NOR OUR
CEREBRO MUTANT-
DETECTING UNITS
HAVE BEEN ABLE
TO GET A LOCK
ON THEM.

NOT
SURPRISING,
KURT, SEEING AS
HOW PROFESSOR X
WAS THE ONE WHO
DESIGNED
CEREBRO.



MEGGAN IS RIGHT.
THE ONLY THING
THAT IS
SURPRISING,
COMRADES...

... IS
THAT WE ARE
SITTING AROUND
STARING AT EACH
OTHER WHEN WE
SHOULD BE IN THE
STATES HELPING
THE OTHERS!



'TIS BECAUSE I ASKED
KURT TO HOLD OFF
DEPLOYING EXCALIBUR
JUST YET,
COLOSSUS...

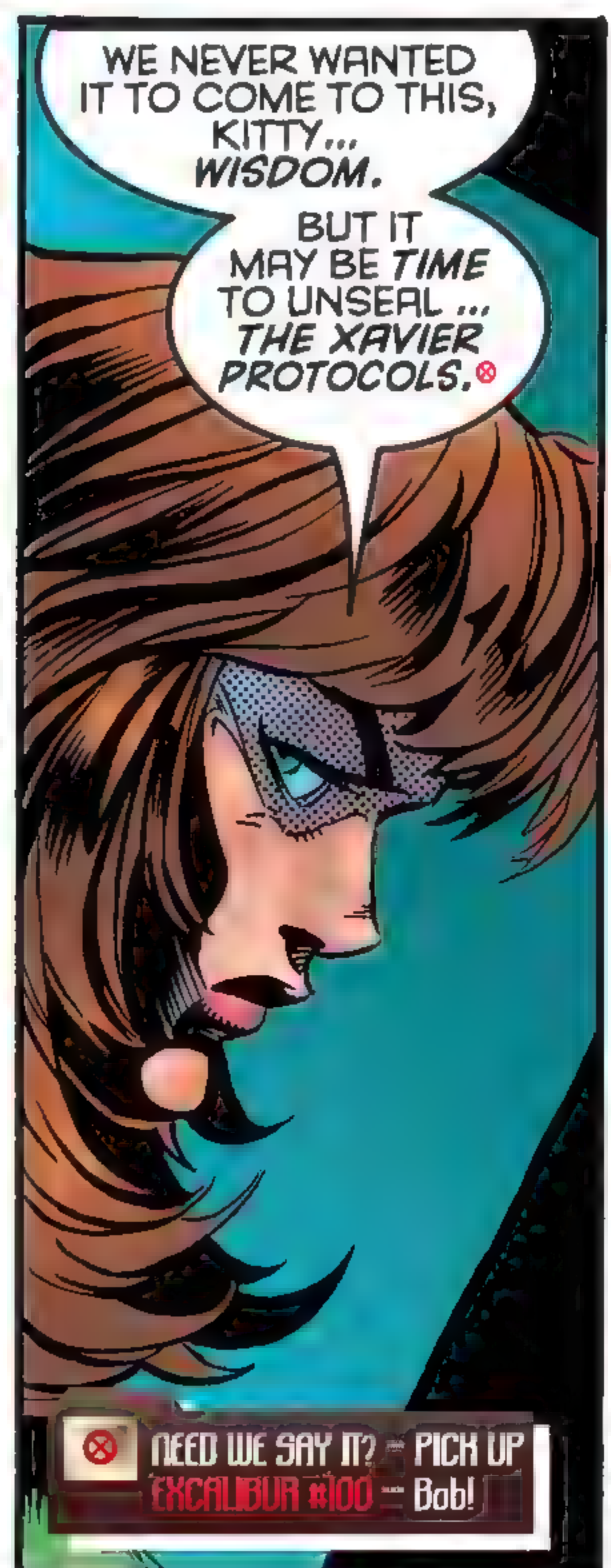
... FOR THE
VUIRY SAME
REASON I REQUESTED
CYCLOPS AND PHOENIX
COME HERE AS
QUICKLY AS THEY
CAN.

CHARLES
XAVIER IS ONE
OF MY OLDEST
FRIENDS. ONCE WE
WERE MORE THAN
THAT.

WHICH IS
WHY, I HATE
TO EVEN SAY THIS,
THE KEY TO
DEFEATING THIS
"ONSLAUGHT"
MAY EXIST RIGHT
HERE.

WHAT ARE
YOU TALKING
ABOUT?

ENOUGH WITH THE
SMOKE AND MIRRORS,
MacTAGGERT -- WHAT'S THE KEY
TO TAKING DOWN THIS PILLOCK?



WE NEVER WANTED
IT TO COME TO THIS,
KITTY...
WISDOM.

BUT IT
MAY BE TIME
TO UNSEAL ...
THE XAVIER
PROTOCOLS.

NEED WE SAY IT? - PICK UP
EXCALIBUR #100 -- Bob!

XAVIER'S.

SEVERAL HUNDRED YARDS BELOW THE ESTATE.

YOU?!

YOU MAY HAVE KILLED THE X-MEN...

WHILE THIS RECORDING WAS MADE LESS THAN AN HOUR AGO...

... THE MAN CALLED BISHOP HAS HEARD THESE WORDS ECHO IN HIS EVERY DREAM SINCE THE MOMENT HE TRAVELED BACK TO THIS ERA.

HE HAD HOPED THAT BY SOMEHOW HAVING LIMITED KNOWLEDGE OF THE PAST --

-- HE MIGHT BE ABLE TO CHANGE THE X-MEN'S DESTINY.

HE WAS WRONG.

CHECK OUT **REMY** FOR DETAILS -- Bob!

Y'OKAY?

I KNEW SOMEONE WOULD BETRAY THE X-MEN... I SAW THIS VERY TAPE ONE HUNDRED YEARS FROM NOW.

BUT... HOW COULD I HAVE KNOWN --

DAT IT WAS XAVIER?

YA COULDN'T.

NO ONE COULD.

I OWE YOU AN APOLOGY, REMY.

DON'T BOTHER, MON AMI.

I JUST HAVE ONE OF DOSE PERSONALITIES PEOPLE FIND SUSPICIOUS.

TAKE COMFORT IN DE SMALL CERTAINTIES, BISHOP. YOU'LL ALWAYS BE A RAVIN' PARANOID --

-- AND I'M ALWAYS GONNA BE A CHARMIN' LOUSE.

AND... THE PROFESSOR, LeBEAU?

I CAN'T BELIEVE DAT SOMEWHERE BENEATH IT ALL -- DE PROFESSOR AIN'T STILL A GOOD PERSON.

NOW LET'S GET UPSTAIRS T'DE OTHERS --

"-- DEY'RE IN DE *DANGER ROOM*, PUTTIN' TOGETHER A *STRATEGY* TO TAKE DOWN *ONSLAUGHT*."

AT THIS MOMENT, ALL THE *EVIDENCE* WOULD SEEM TO POINT TO THE *INEVITABLE* CONCLUSION:

ONSLAUGHT IS *PURE...* *LIVING PSIONIC* ENERGY.

I WAS *INSIDE* ITS MIND, IF ONLY FOR AN *INSTANT*.

SOMEHOW, THERE ARE ELEMENTS OF BOTH *XAVIER'S* AND *MAGNETO'S* PERSONAE IN THERE -- AS IF THE FUSING HAS CREATED A *THIRD* BEING.

WE CAN ONLY GUESS IT OCCURRED WHEN THE PROFESSOR SHUT DOWN *MAGNETO'S* MIND MONTHS AGO.

AT THIS POINT, WE'RE STILL *UNCLEAR* AS TO --

"SEEMS."

"STILL *UNCLEAR*."

"SOMEHOW."

SHOULD IT SURPRISE ANYONE THAT MY *FATHER* IS SOMEHOW INVOLVED IN THIS AFFAIR?

PIETRO, YOU MUST CALM YOURSELF.

I KNOW. STILL, ARE WE NEVER TO ESCAPE *MAGNETO'S* SHADOW?

THE *TRUTH* OF THE MATTER IS, MY FRIENDS, ANY INFORMATION WE HAVE *RECEIVED* UP UNTIL NOW MUST BE CONSIDERED *HIGHLY SUSPECT...*

... SINCE IT HAS ALL BEEN *PROVIDED* BY *ONSLAUGHT*.

EITHER DIRECTLY OR THROUGH HIS ACTIONS.



DROGA!
YOU'RE ALL STILL
ALIVE!

WE
ONLY JUST
RECEIVED A BADLY
BROKEN-UP
TRANSMISSION
OF PHOENIX'S
CALL.

SUNSPOT.
DOMINO.
SIRYN.

I
TAKE IT THE REST
OF X-FORCE HAS
ARRIVED HOME
AS WELL.

A
DAY LATE AND A
DOLLAR SHORT,
STORM.

AND
NOT EVERYONE.
YE OLE FEARLESS
LEADER, CABLE, IS
OFF ON HIS OWN
DOING SOMETHING
OR OTHER.

SO
IT WOULD
SEEM.

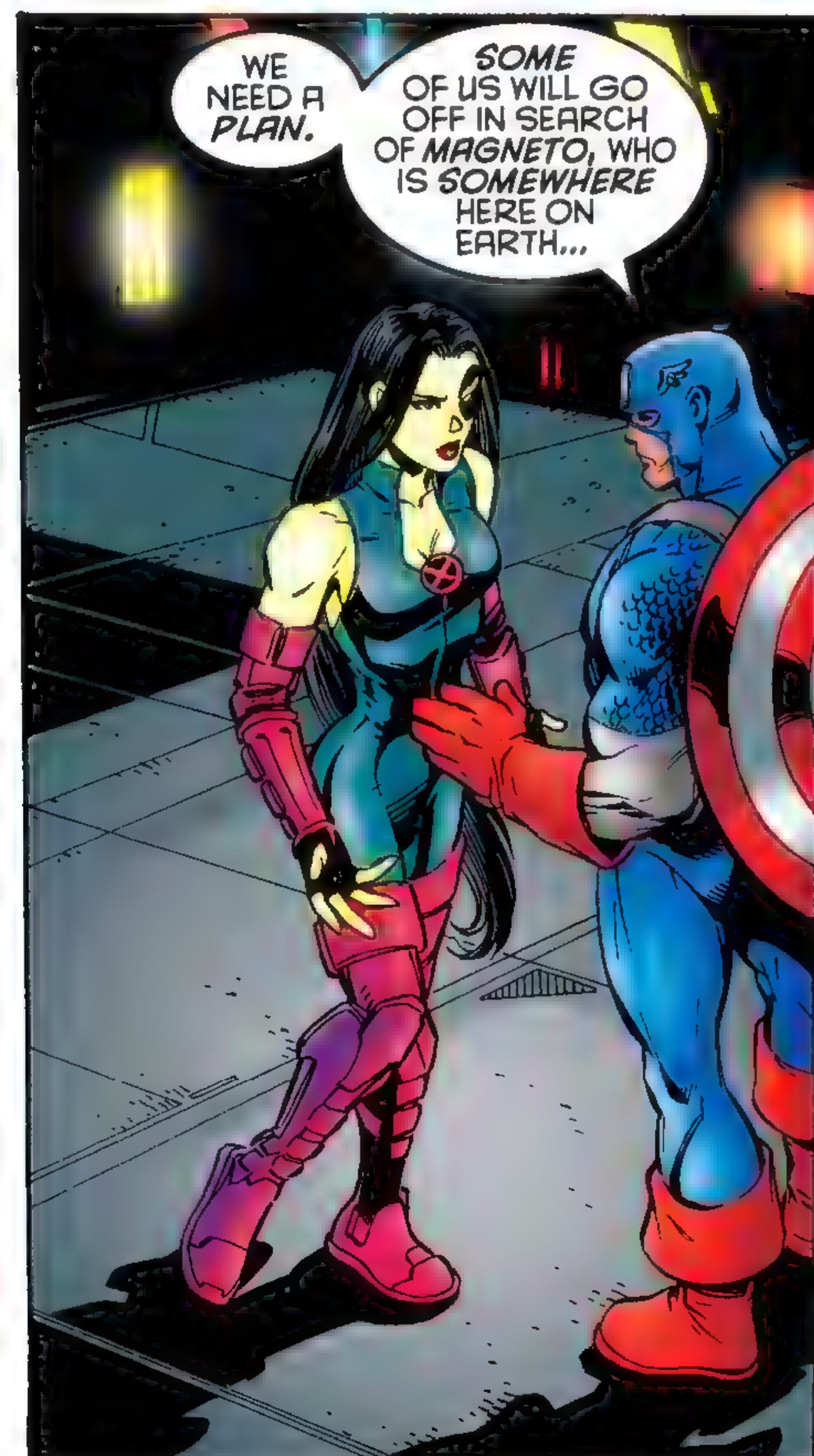
YOU...
ARE NOT
CONCERNED?

ORORO,
NATHAN WAS
SHOUTING "FIRE
IN THE HOLE" WHEN
YOU WERE STILL
SCOOTING AROUND
CAIRO PICKING
POCKETS.

HE
CAN TAKE
CARE OF
HIMSELF.

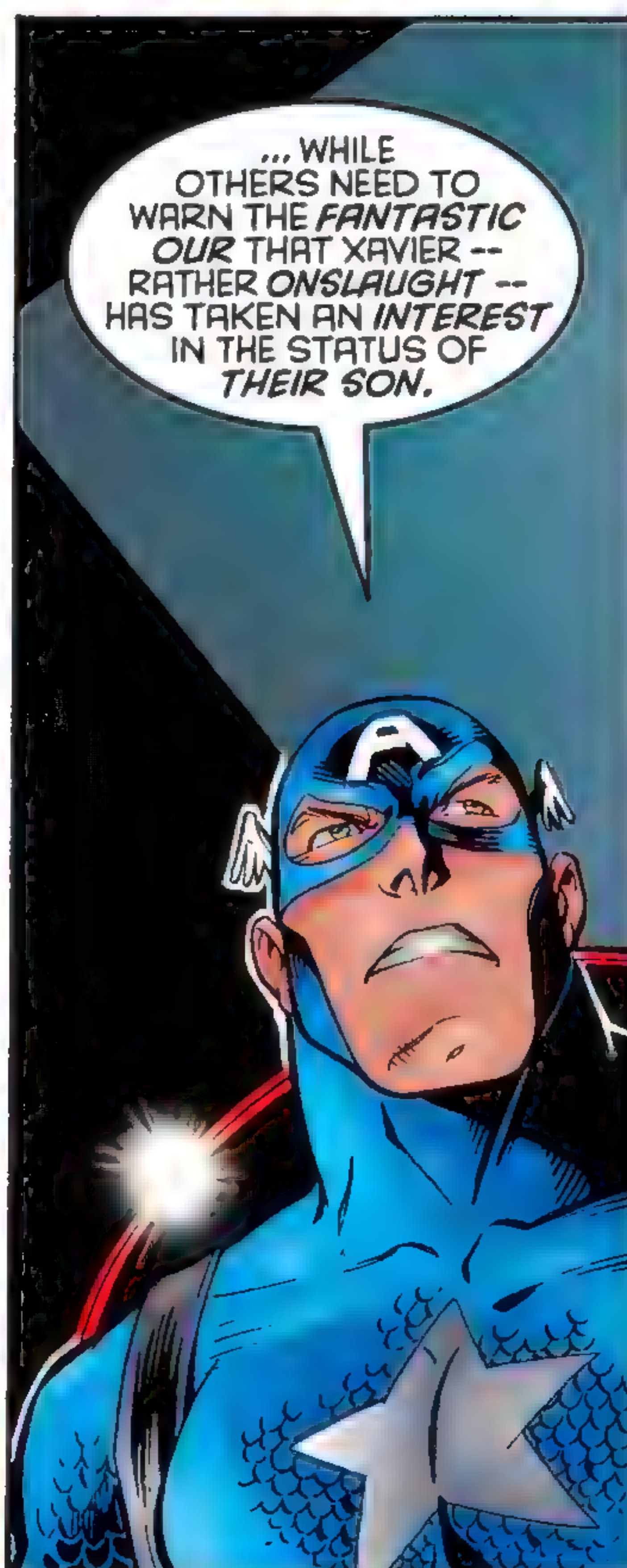
SO
FILL US IN EN ROUTE TO
WHEREVER WE'RE GOING
TO DO WHATEVER WE'RE DOING
TO WHOEVER WE'RE DOING IT.

SEE RECENT ISSUES
OF CABLE



WE
NEED A
PLAN.

SOME
OF US WILL GO
OFF IN SEARCH
OF MAGNETO, WHO
IS SOMEWHERE
HERE ON
EARTH...



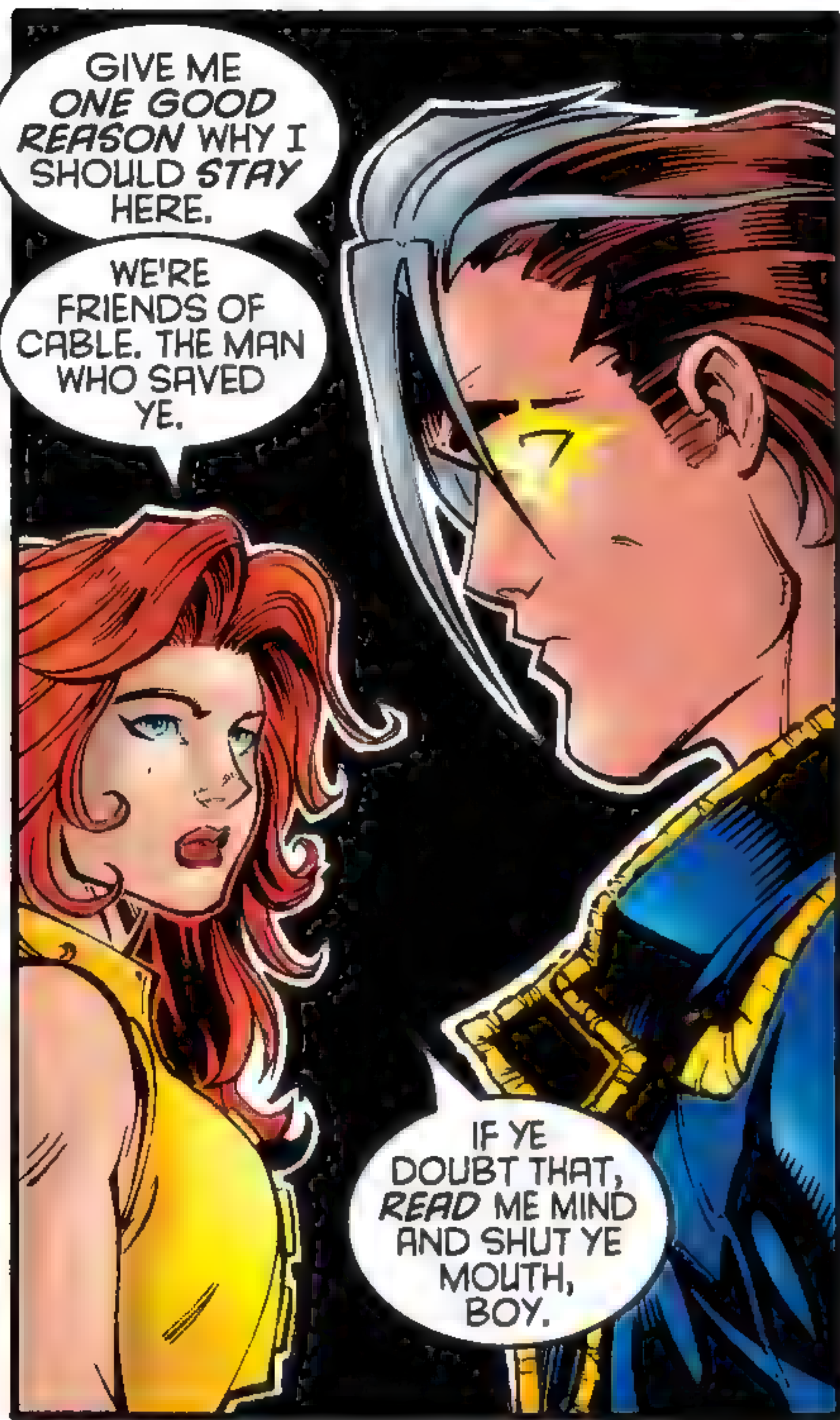
... WHILE
OTHERS NEED TO
WARN THE FANTASTIC
OUR THAT XAVIER --
RATHER ONSLAUGHT --
HAS TAKEN AN INTEREST
IN THE STATUS OF
THEIR SON.



AS NEAR AS I WAS ABLE TO DISCERN
FROM THE FILES I SAW THE PROFESSOR
VIEWING LAST NIGHT, FRANKLIN
RICHARDS IS NOT ONSLAUGHT'S
SOLE TARGET.

JEAN
AND I ARE OFF
TO MUIR ISLAND. BUT
DOMINO, I'D LIKE YOU
AND X-FORCE TO STAY
HERE AND KEEP AN
EYE ON THE
"X-MAN."

WHAT ARE
YOU TALKING
ABOUT..?



GIVE ME ONE GOOD REASON WHY I SHOULD STAY HERE.

WE'RE FRIENDS OF CABLE. THE MAN WHO SAVED YE.

IF YE DOUBT THAT, READ ME MIND AND SHUT YE MOUTH, BOY.



I'LL SEE TO IT THAT THE AVENGERS QUINJET IS **PREPARED...** PERHAPS HANK CAN JURY-RIG A DEVICE CAPABLE OF **SIMULATING** THE MUTANT-TRACKING DEVICE, **CEREBRO.**

SCOTT.
A MOMENT, PLEASE.



I AM... WORRIED.
ABOUT CABLE.

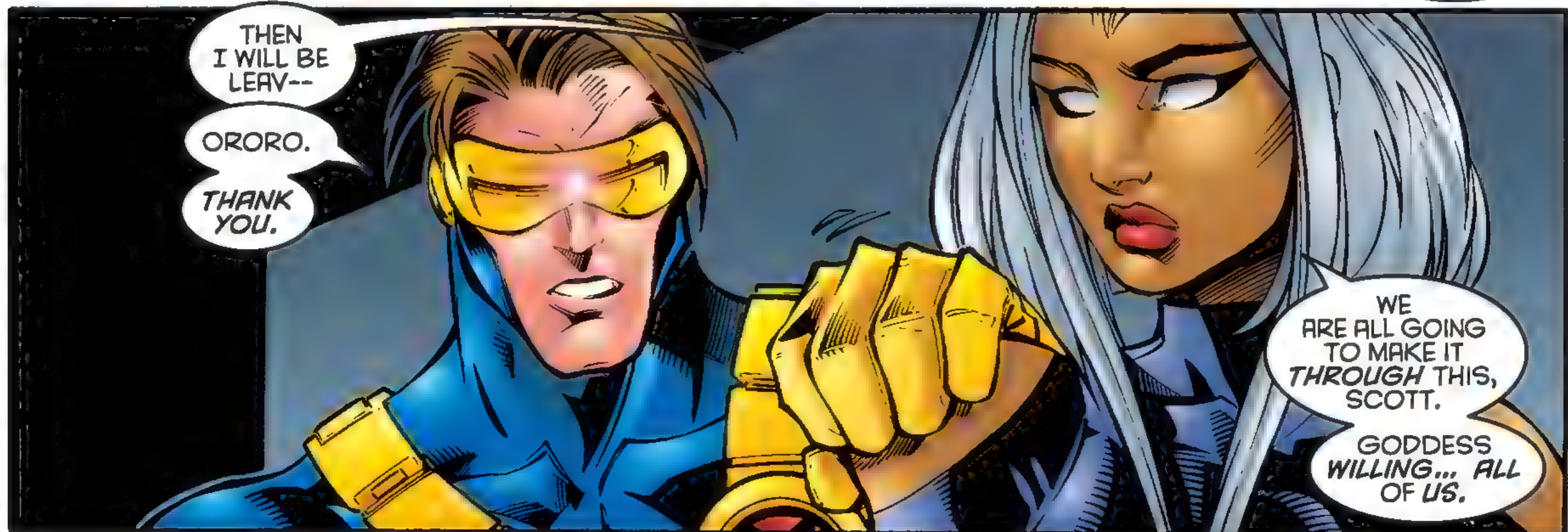


AS AM I, STORM. BUT RIGHT NOW OUR PRIORITY IS --

ONSLAUGHT, YES.
BUT CABLE POSSESSES **PSIONIC POWERS** WHICH ARE PERHAPS **SECOND** ONLY TO THE PROFESSOR'S.

MAKING HIM A **POTENTIAL TARGET.**

SOMETHING I **PROBABLY** WASN'T THINKING ABOUT BECAUSE I DIDN'T WANT TO BE **OVERLY PROTECTIVE** OF MY SON.



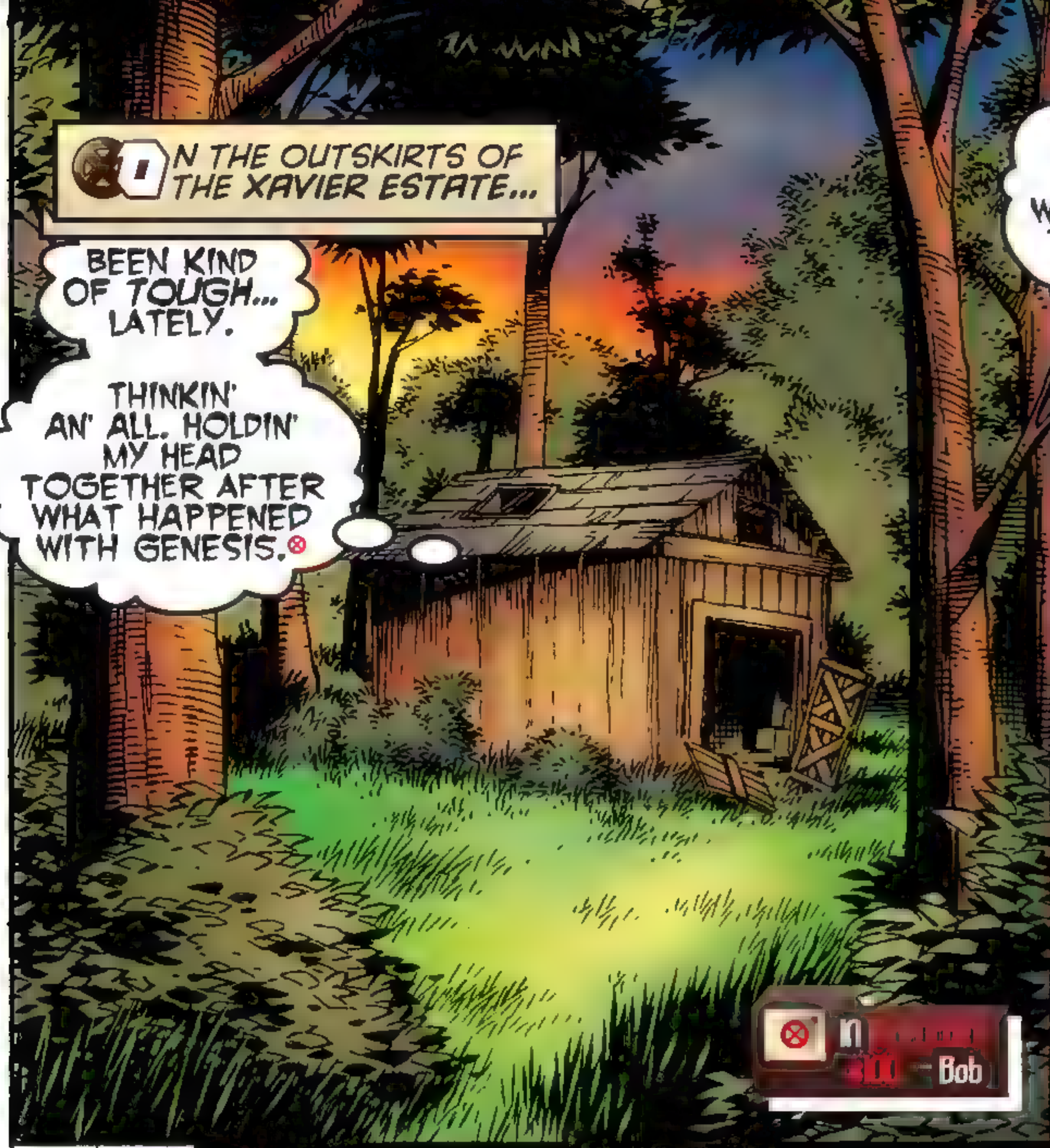
THEN I WILL BE LEAV--

ORORO.

THANK YOU.

WE ARE ALL GOING TO MAKE IT THROUGH THIS, SCOTT.

GODDESS WILLING... ALL OF US.



IN THE OUTSKIRTS OF THE XAVIER ESTATE...

BEEN KIND OF TOUGH... LATELY.

THINKIN' AN' ALL. HOLDIN' MY HEAD TOGETHER AFTER WHAT HAPPENED WITH GENESIS.

MAKES SENSE NOW. WHY CHUCK WASN'T RUSHING TO HELP SORT THINGS OUT.

GOTTA REMEMBER THAT.

HOLD ON, CHUCK... WHEREVER YA ARE.

YA NEVER ONCE DOUBTED I COULD TAME MY OWN PROBLEMS.

NO WAY I'M GONNA LET YOU FACE THIS ON YER OWN.



WOLVERINE. WILL YOU BE JOINING US ON --

NOPE. I GOT A HUNCH I NEED TO PLAY OUT.

I SEE. DO YOU REQUIRE ASSISTANCE?

THANKS, RED.

BUT I'M COVERED.

WHICH LOGAN WILL IN
WOLVERINE 304 - Bob



AN ODD HUMAN. OR RATHER, AN ODD MUTANT.

OR ODDER STILL, THAT HUMANS FEEL THE NEED TO MAKE A DISTINCTION BETWEEN THE TWO GENETIC VERSIONS OF ESSENTIALLY THE SAME SPECIES.

BUT THEREIN LIES THE TRAGEDY OF WHAT IS ABOUT TO OCCUR.



THAT WE ARE ALL GOING TO BE FORCED TO TAKE ARMS AGAINST THE ONE MAN WHO HAS DEDICATED HIS ENTIRE LIFE TO THE GOAL OF BRINGING BOTH RACES TOGETHER.



IN THE MANSION...

...THE COMM ROOM.

PHYSICALLY, WE ALL CAME THROUGH IT IN ONE PIECE.



BUT EMOTIONALLY...? I DON'T KNOW, PSYLOCKE.

THAT THING WE HAVE TO FIGHT... I MEAN, IT IS PROFESSOR X.

THE SAME MAN WHO TRAINED US TO BE PREPARED FOR ANY MALEVOLENT MUTANT THREAT, ROBERT.

PRESUMABLY, EVEN ONE POSED BY THE PROFESSOR.

AND THEY CALL ME FROSTY.

IS THERE SOMEBODY THERE I CAN TALK TO WITH A HEART?

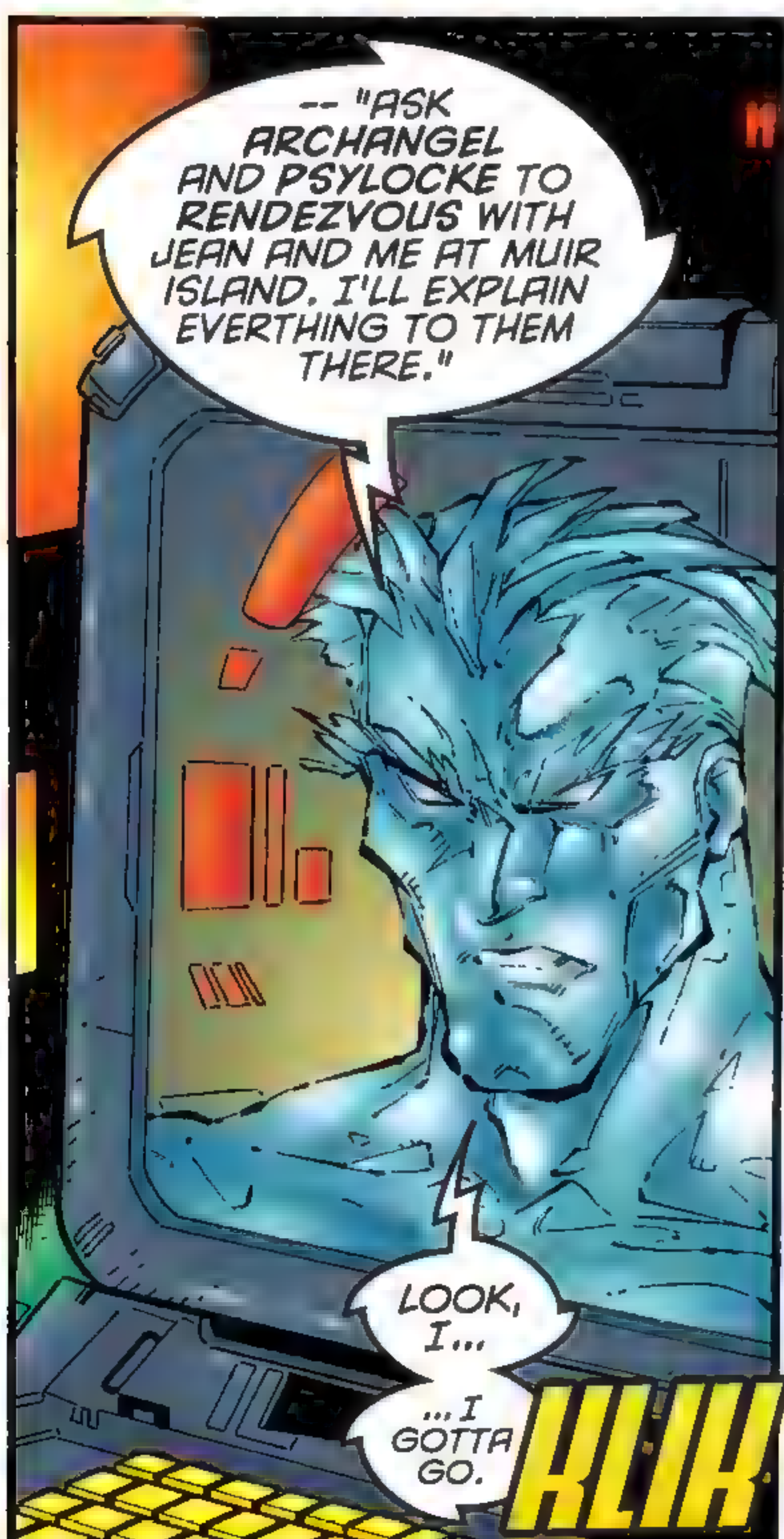


THERE'S NO NEED TO BE RUDE. I'M ONLY SAYING --

DON'T LET HIM GET TO YOU, BETTS. I'M SURE EVERYTHING IS PRETTY TENSE THERE.

HANG ON, BOBBY. WE'RE EN ROUTE RIGHT N--

MUCH APPRECIATED, WARREN. BUT IN THE WORDS OF CYCLOPS --



-- "ASK ARCHANGEL AND PSYLOCKE TO RENDEZVOUS WITH JEAN AND ME AT MUIR ISLAND. I'LL EXPLAIN EVERYTHING TO THEM THERE."

LOOK, I...
...I GOTTA GO.

KLIH



WARREN, WHAT ICEMAN SAID... ABOUT ME NOT HAVING A HEART?

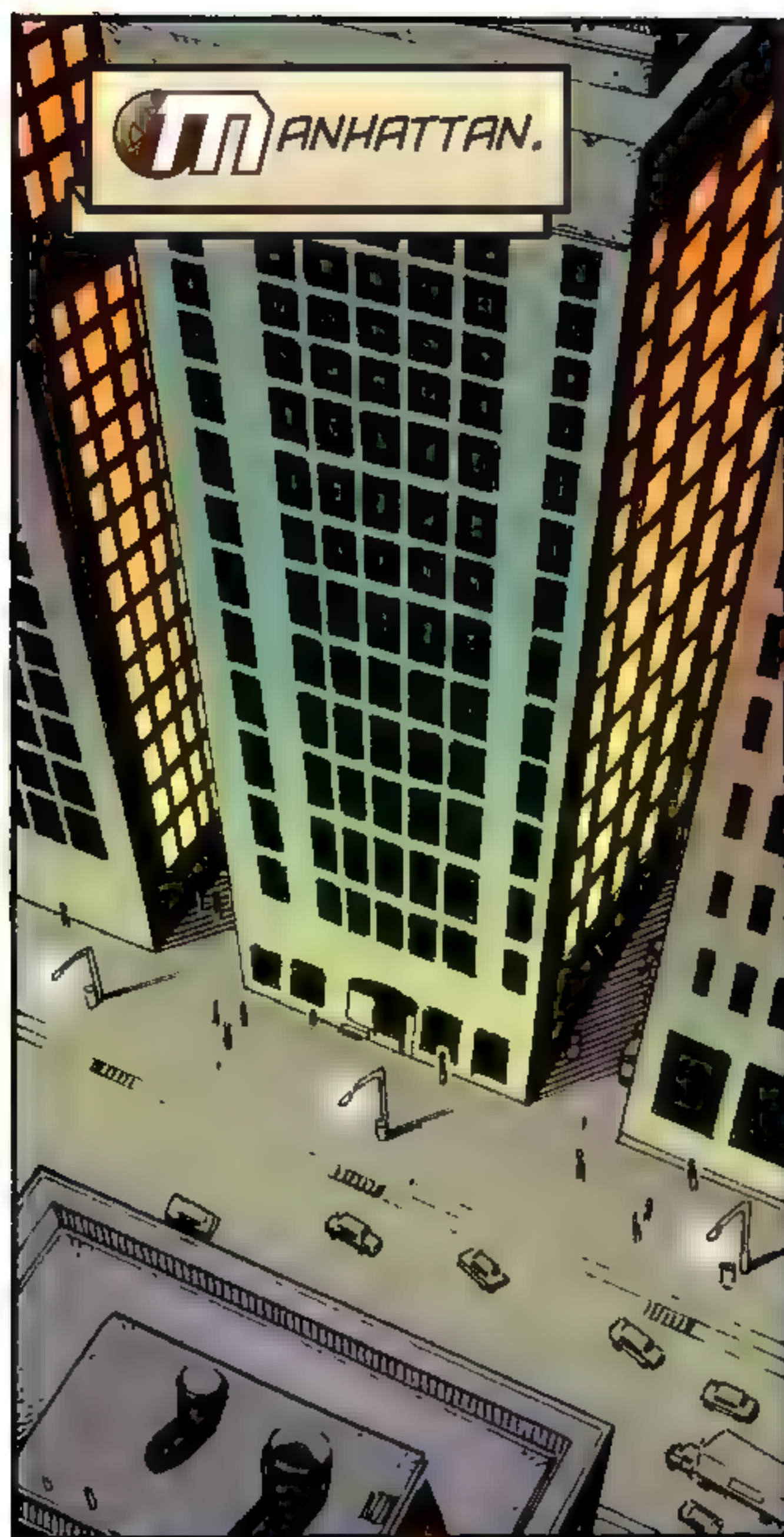
DO YOU THINK I'VE CHANGED SINCE MY EXPOSURE TO THE CRIMSON DAWN?

HONESTLY?

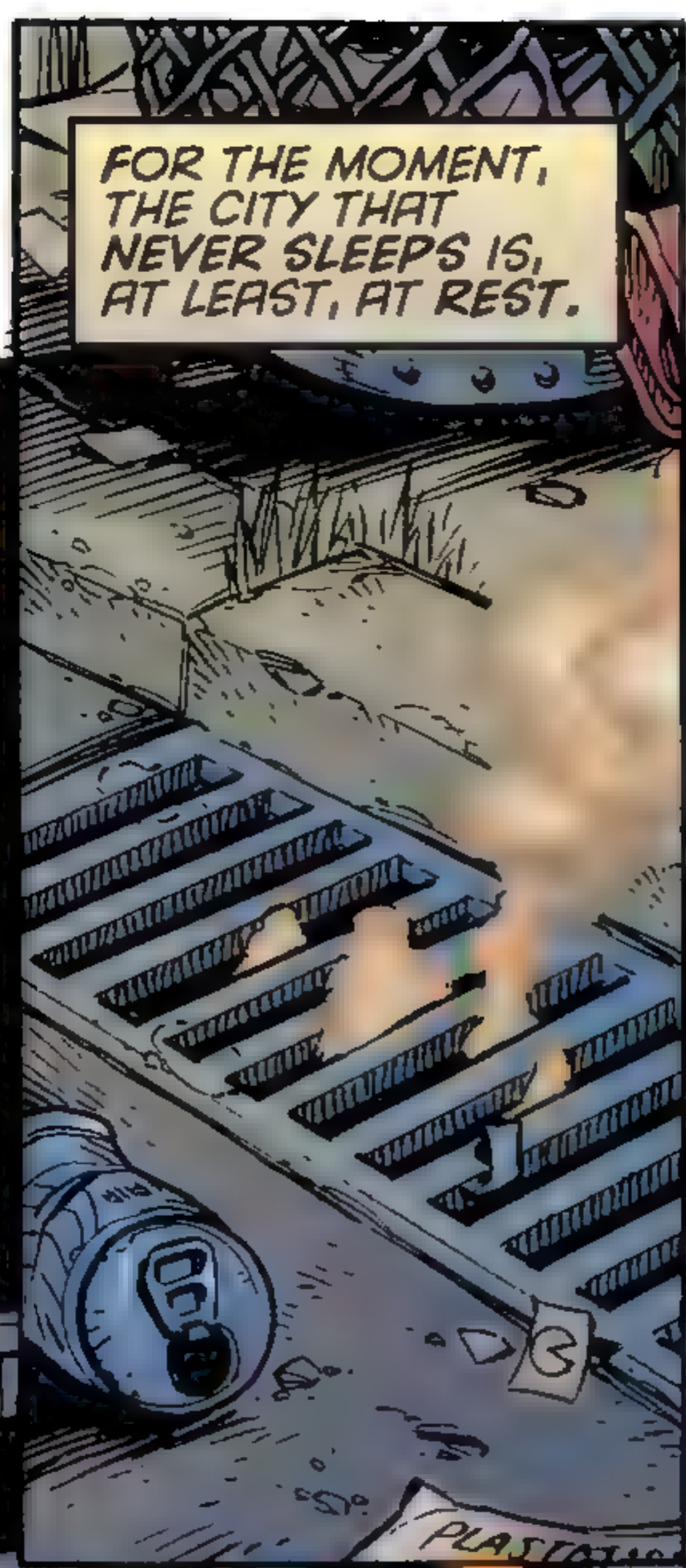


YES, BETSY.

I THINK WE BOTH HAVE.



MANHATTAN.



FOR THE MOMENT,
THE CITY THAT
NEVER SLEEPS IS,
AT LEAST, AT REST.



THAT WON'T
LAST.

THIS
WILL DO,
McCOY.



I WAS
CERTAIN IT
WOULD *FULLILL* YOUR
NEEDS, *ONSLAUGHT*.
IT WAS IN THESE
SAME TUNNELS THAT I
SPENT NEARLY TWO
DECADES --

-- EXPERIMENTING ON
ALL MANNER OF GENETIC
MUTATIONS.

WHILE,
NO, I DIDN'T
CREATE THE MORLOCKS
WHO DWELT AMONG THESE
TUNNELS... I CERTAINLY
MADE THE MOST
OF --



STOP.

AARRGH!

YOU ARE
SPEAKING
TO ME AS IF
I WERE A
CHILD.

I AM
NOT.



I KNOW YOUR
EVERY THOUGHT
EVEN BEFORE YOU
THINK IT.



NOW...
ENOUGH
NOISE.

UNDERSTOOD?

...
GOOD.

I
ALLOWED
YOU TO JOIN
ME FOR TWO
REASONS.

FIRST,
I ENJOYED THE
BRAVADO YOU EXHIBITED
BY TRYING TO SECRETE
YOURSELF AMONG THE
X-MEN... ALL THE WHILE
POSING AS OUR... AS
THEIR ORIGINAL
COMRADE.

YOUR
PLAN WAS
DOOMED BY MY
PRESENCE, OF COURSE,
BUT YOU COULD NOT
HAVE **KNOWN**
THAT.

MOST
IMPORTANT,
YOU ARE STILL
ALIVE BECAUSE YOU
ASSURED ME YOU
COULD PROVIDE
DARK ATTENDANTS
TO SERVE
ME.

WHERE
ARE THEY?

S-SOON,
ONSLAUGHT...
SOON... ☹

SEE X-FACTOR #21

YES,
SOON.

SOON
THIS ENTIRE
PLANET WILL
BE MINE...

... AND
AN ENTIRE
RACE WILL SUFFER
FOR THE SINS OF
THE IGNORANCE
AND ARROGANCE
OF A FEW!

SOMEWHERE --

-- DEEP IN THE
HEART OF THIS
ONSLAUGHT...

... CHARLES FRANCIS
XAVIER QUIETLY RAGES
AGAINST THE DYING
LIGHT OF A DREAM.



EARTH'S MIGHTIEST HEROES AVENGERS

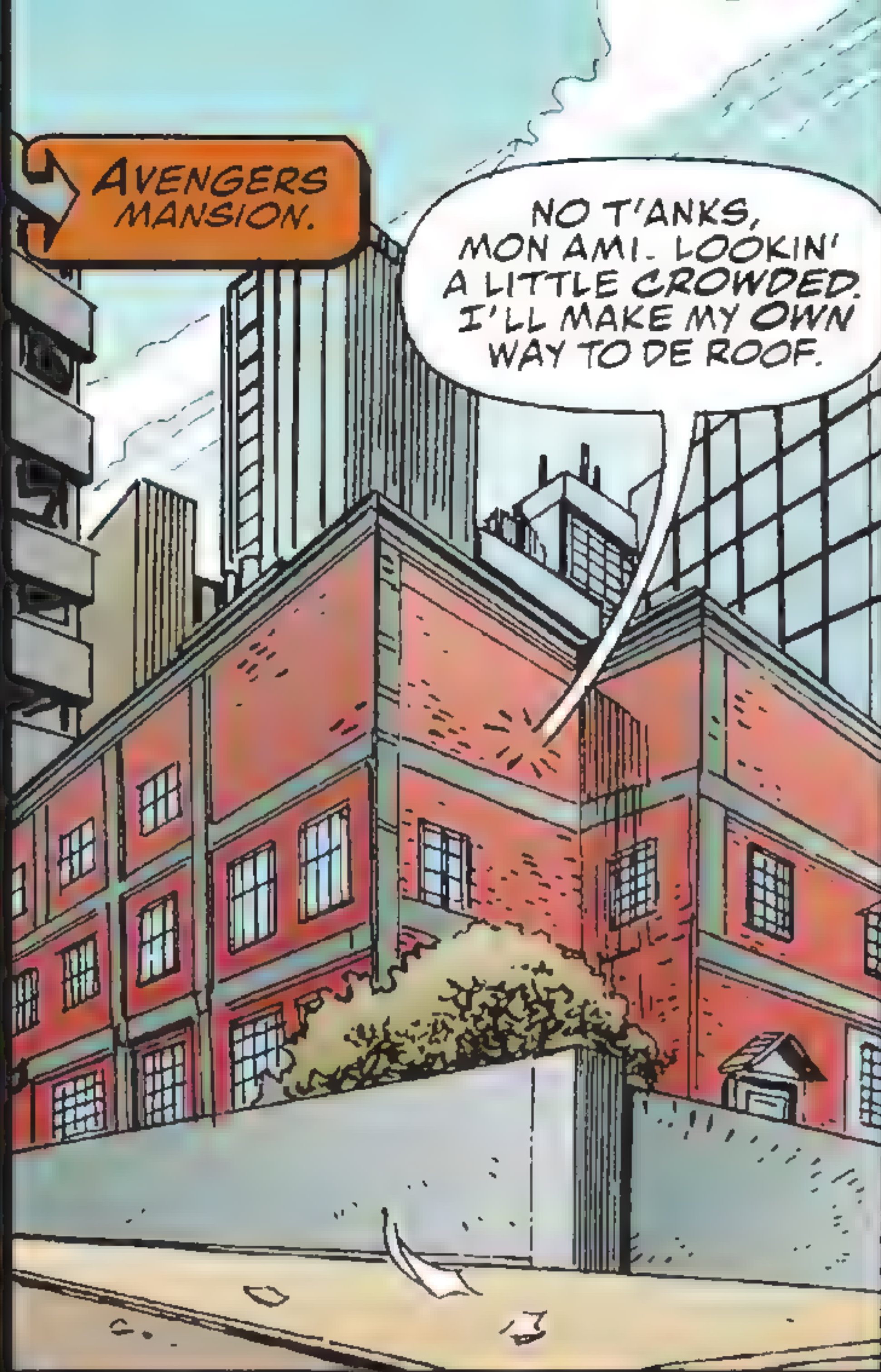
GUEST-STARRING:
MAGNETO
and
ROGUE
of THE X-MEN!



SINS OF THE FATHER!

WOLFGANG
PHASE 1

DEODATO
PALMER



AVENGERS MANSION.

NO T'ANKS, MON AMI. LOOKIN' A LITTLE CROWDED. I'LL MAKE MY OWN WAY TO DE ROOF.



NEW RULES, GAMBIT. WE NO LONGER LEAVE FROM THE ROOF.

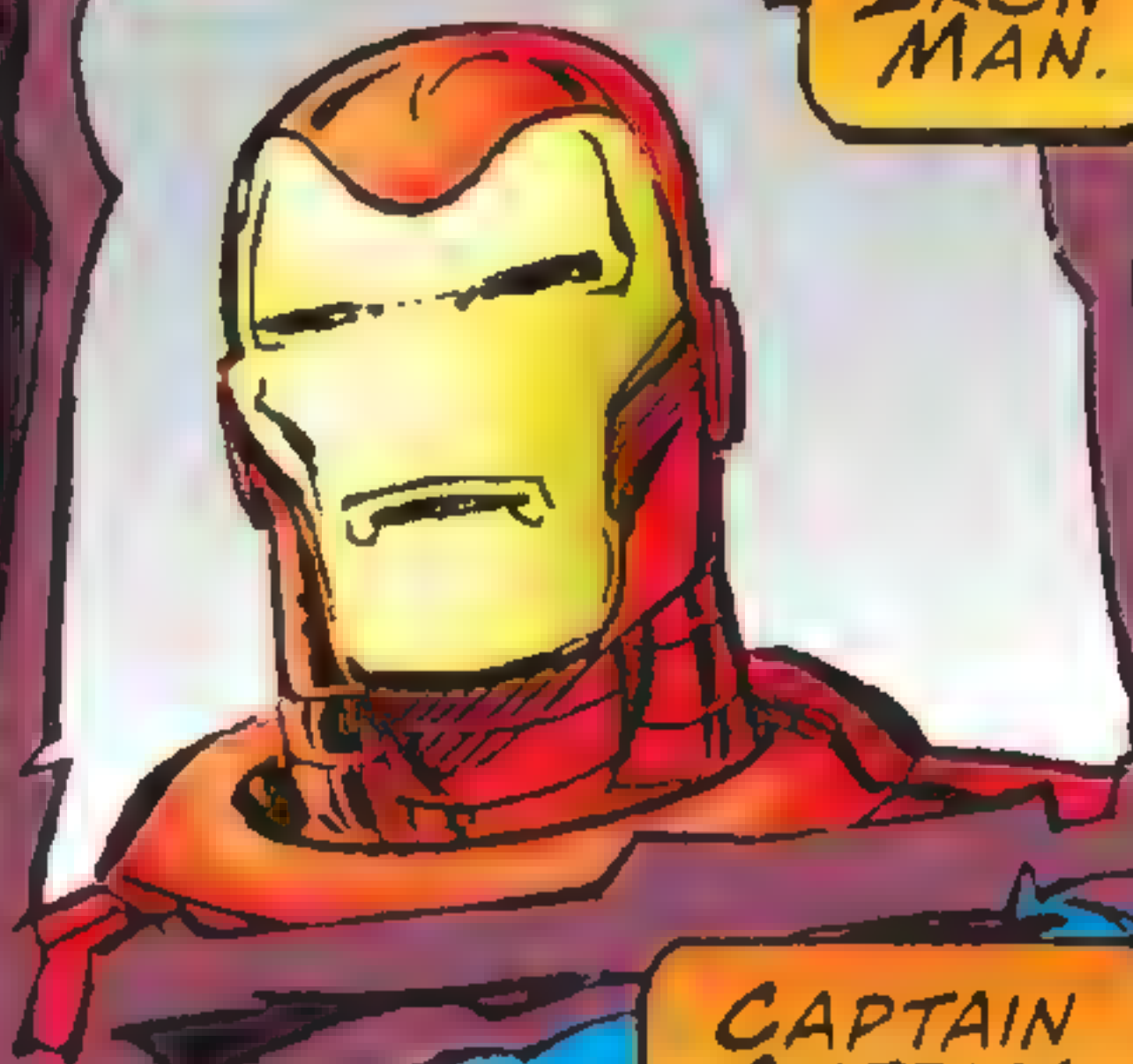
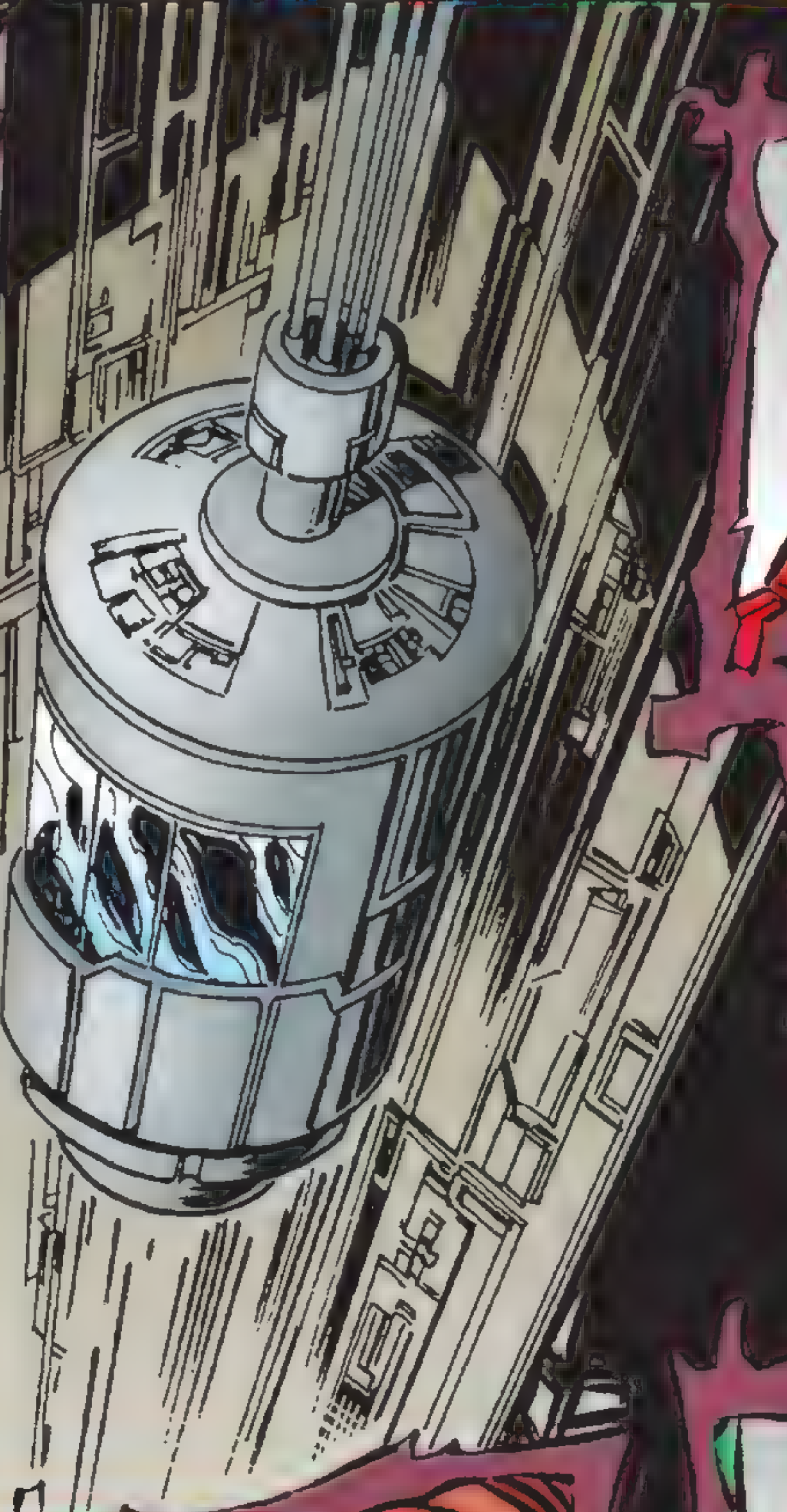
THERE'S ROOM FOR ONE MORE... BUT THE CLOCK'S TICKING. COME ON.

GAMBIT-- ONE OF THE MUTANTS KNOWN AS THE X-MEN-- IS OUT OF HIS ELEMENT AND NOT THRILLED ABOUT IT.

HE'S NOT USED TO DEALING WITH FULL-FLEDGED SUPER HEROES.. BUT IF ANYONE CAN HELP HIM IN HIS APPOINTED MISSION...



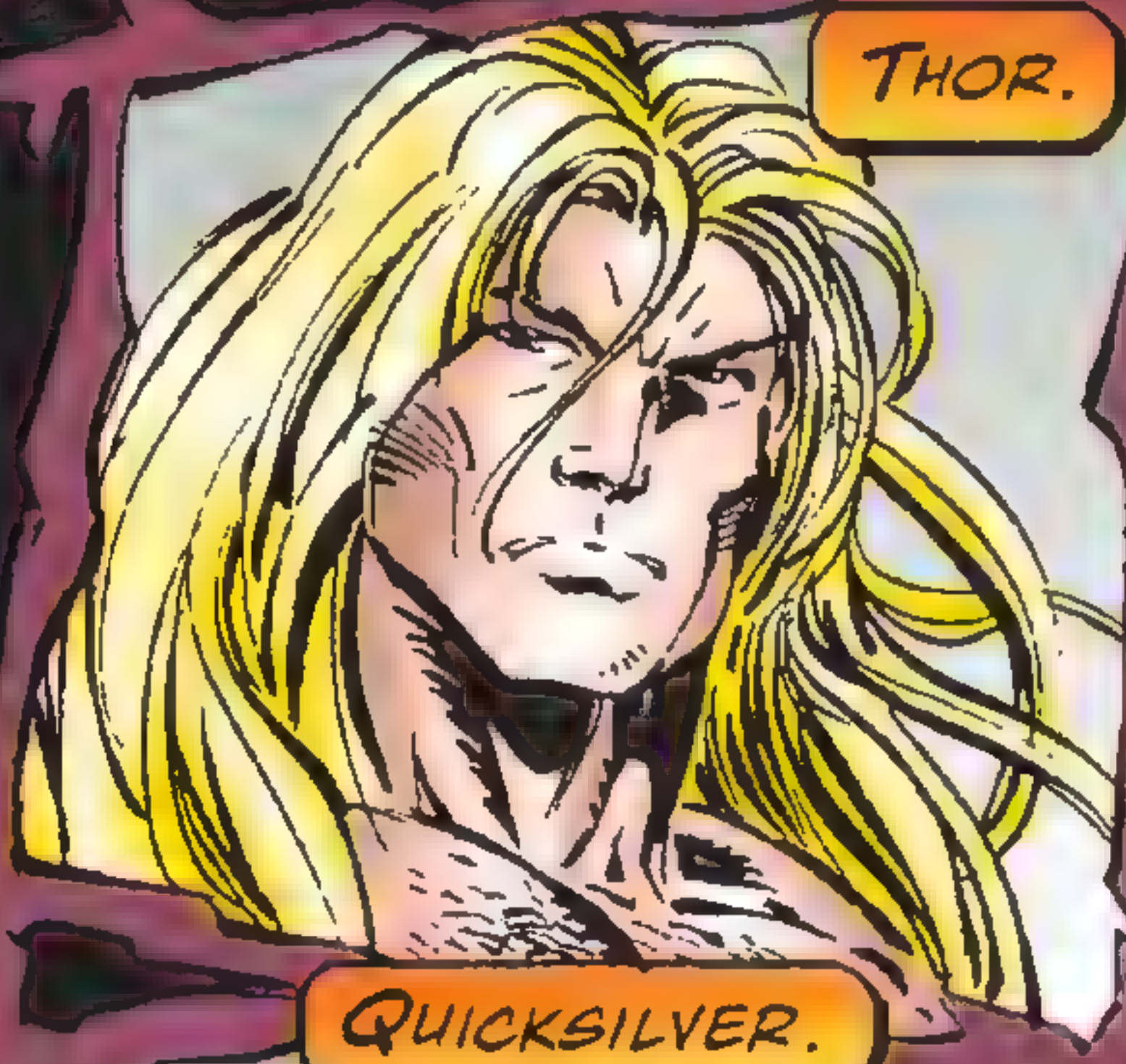
...THEY CAN.



IRON MAN.

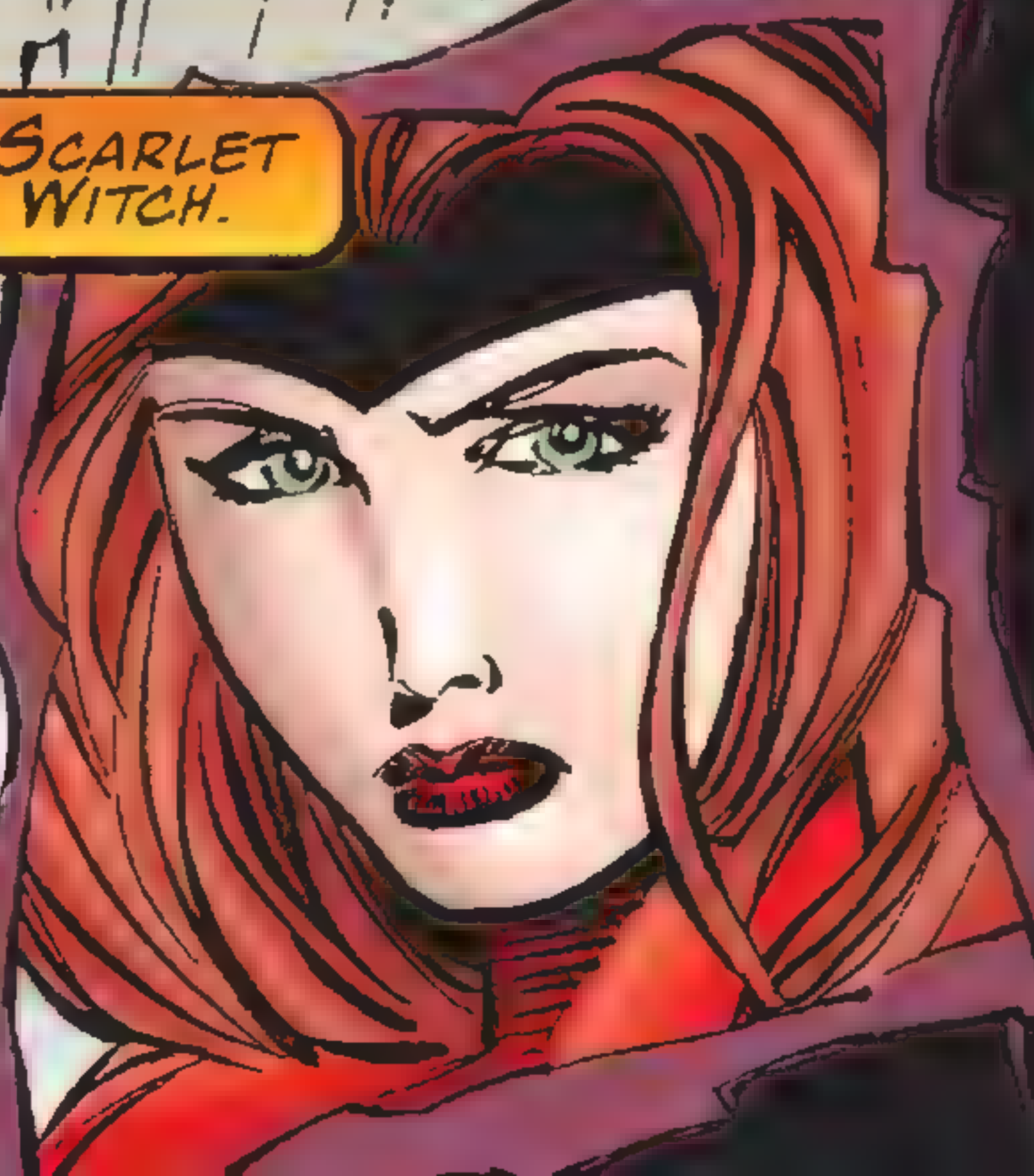


CAPTAIN AMERICA.



THOR.

QUICKSILVER.



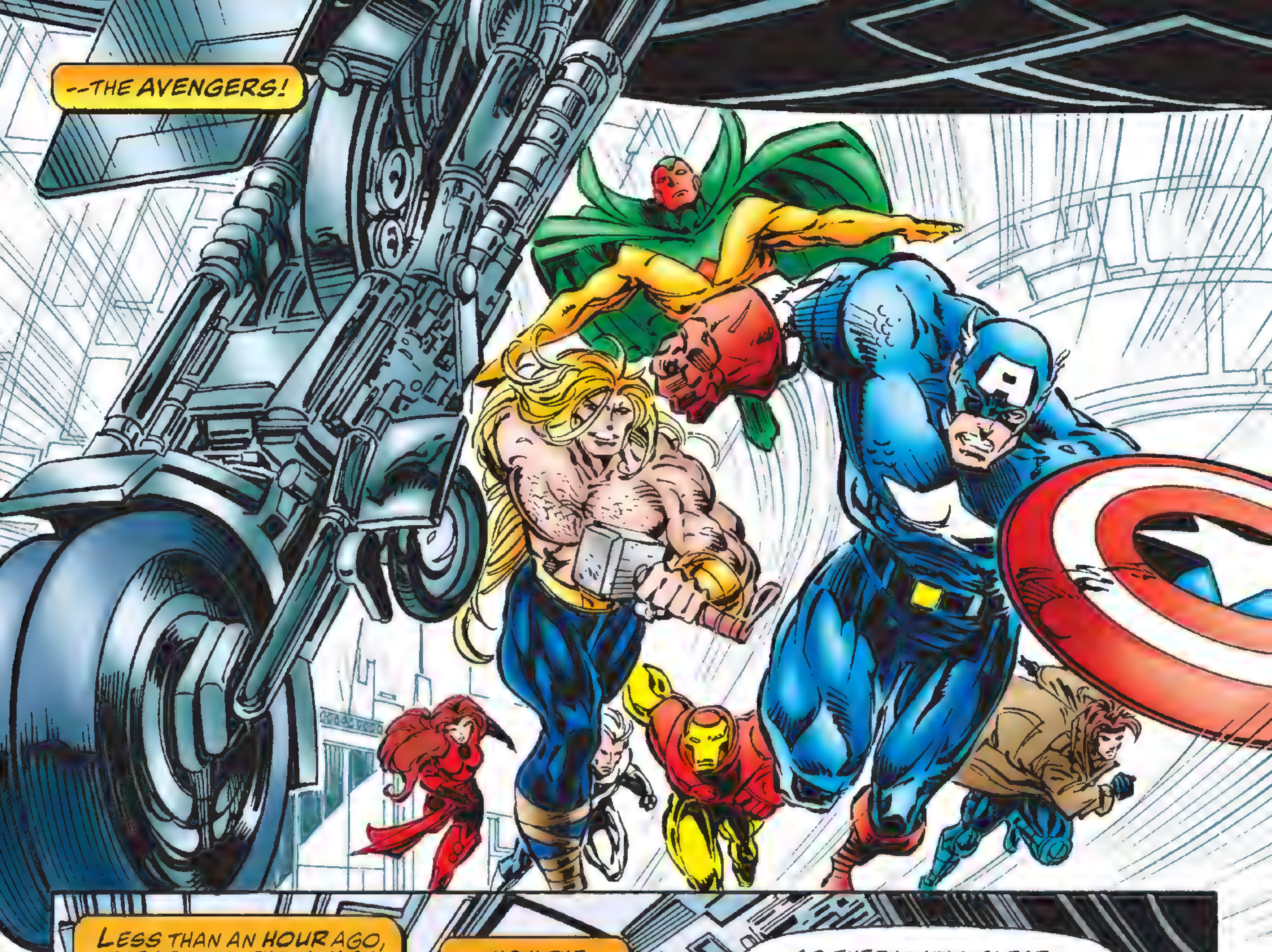
SCARLET WITCH.



THE VISION.

TOGETHER, THEY ARE...

--THE AVENGERS!



LESS THAN AN HOUR AGO,
THEY FOUND THE X-MEN
BEATEN-- NEARLY
DESTROYED-- BY THEIR
OWN MENTOR-- CHARLES
XAVIER--

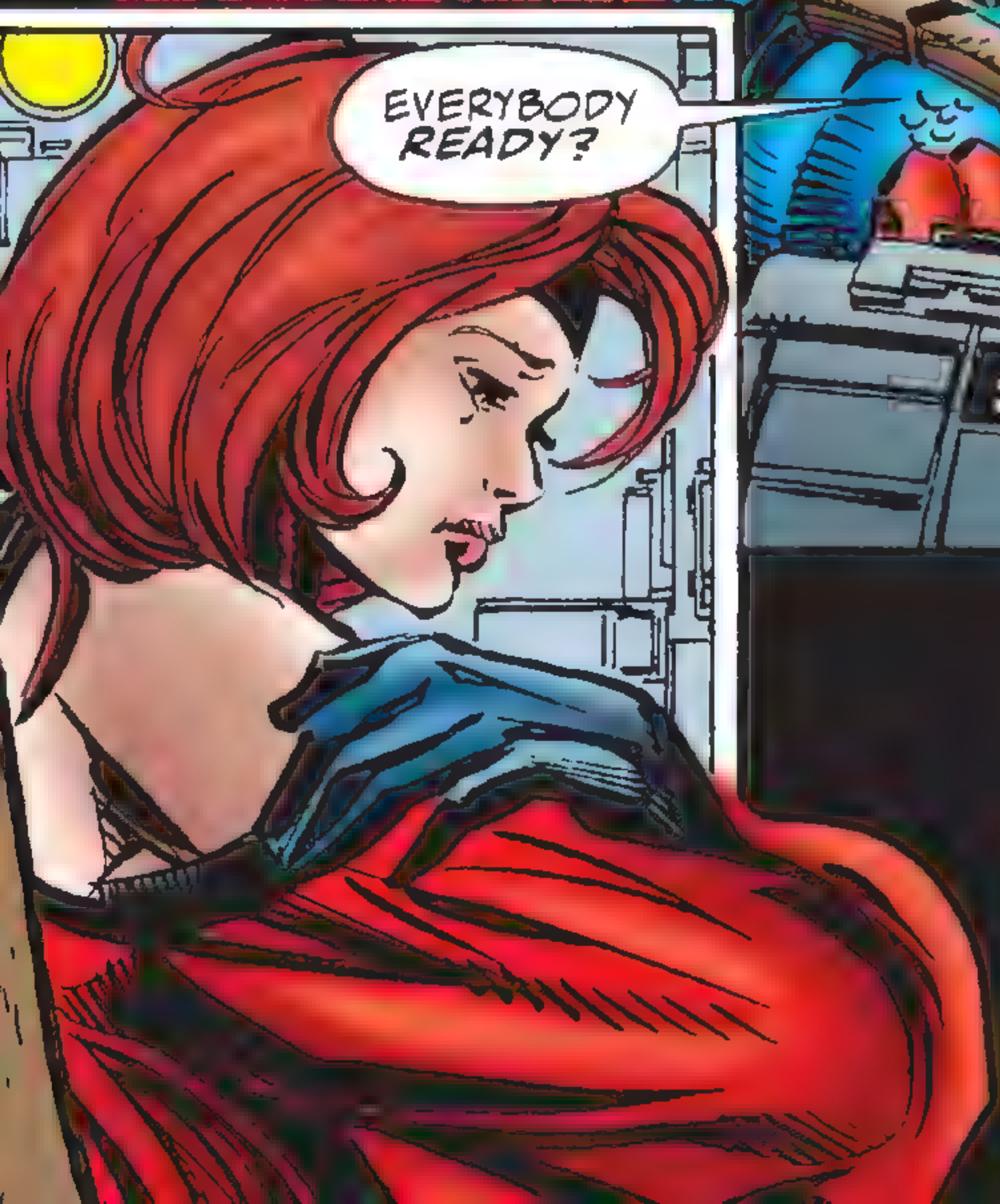
--NOW THE
ALL-POWERFUL
ONSLAUGHT.

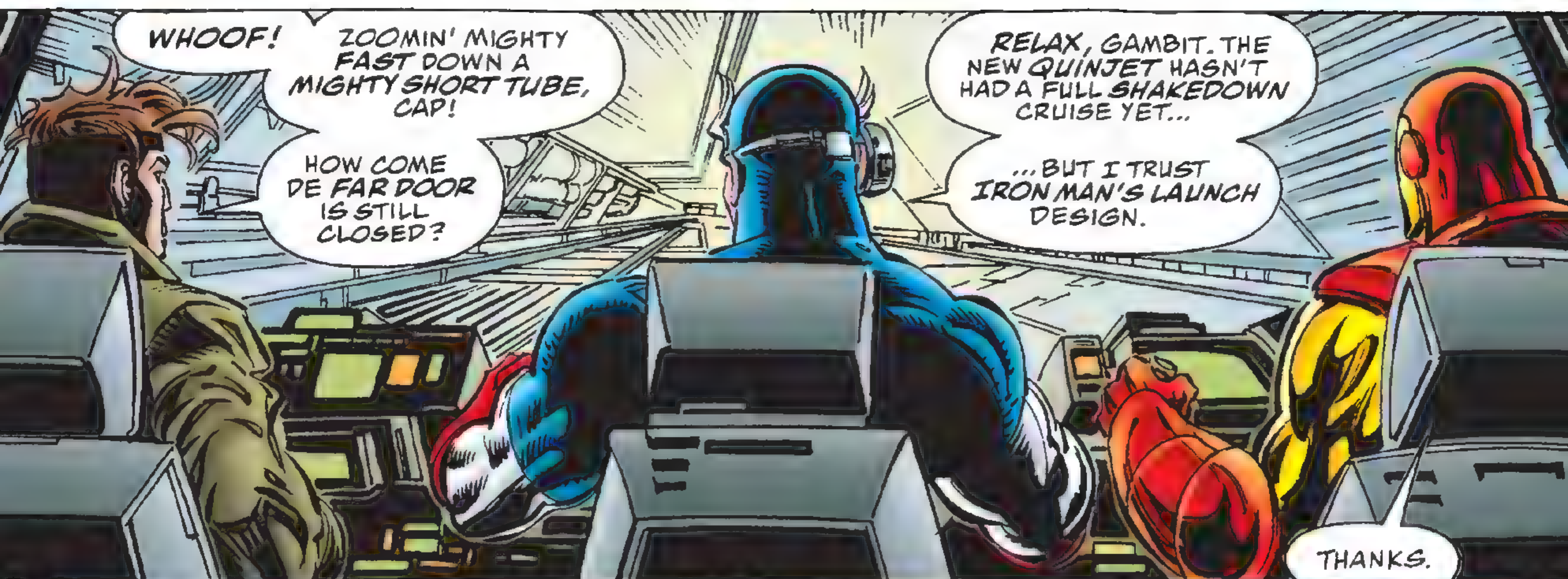
SO EVERYONE'S CLEAR
ON THE MISSION? THERE'S
SOME SUSPICION THAT MAGNETO
MIGHT SOMEHOW BE BEHIND
XAVIER'S TRANSFORMATION--

--SO IT'S UP
TO US TO FIND
MAGNETO--

--AND
BRING HIM
IN!

EVERYBODY
READY?





WHOOF!

ZOOMIN' MIGHTY FAST DOWN A MIGHTY SHORT TUBE, CAP!

HOW COME DE FAR DOOR IS STILL CLOSED?

RELAX, GAMBIT. THE NEW QUINJET HASN'T HAD A FULL SHAKEDOWN CRUISE YET...

...BUT I TRUST IRON MAN'S LAUNCH DESIGN.

THANKS.



I'M VERY EXCITED BY IT. EVERYONE AGREED THAT THE NOISE POLLUTION ALONE FROM A ROOF DEPARTURE WAS UNBEARABLE.

WITH THAT IN MIND, I RECONFIGURED THE N.A.S.A. CODE-SEVEN SPECS FOR SPACE-STATION SHUTTLES...

...FITTED AN AFTERBURN RECOIL TO MAXIMIZE THRUST...



...COATED THE TITANIUM TRACKS WITH A NEAR-FRICTIONLESS GEL POLYMER...

...INTEGRATED A PAULING MAGNOTRACK UNDER THE...

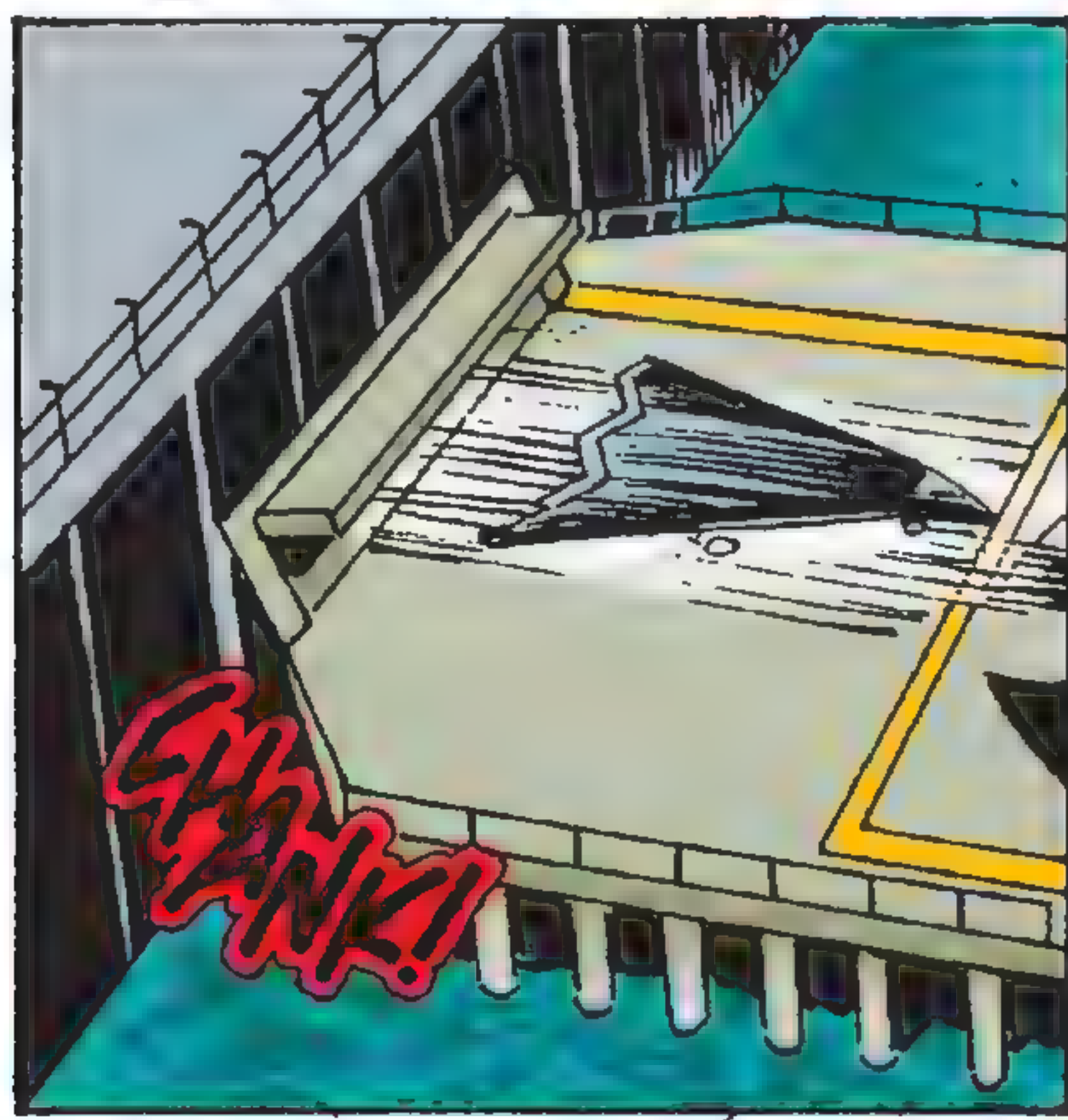
HOW DOES THE DOOR WORK?

WHOOOPS.

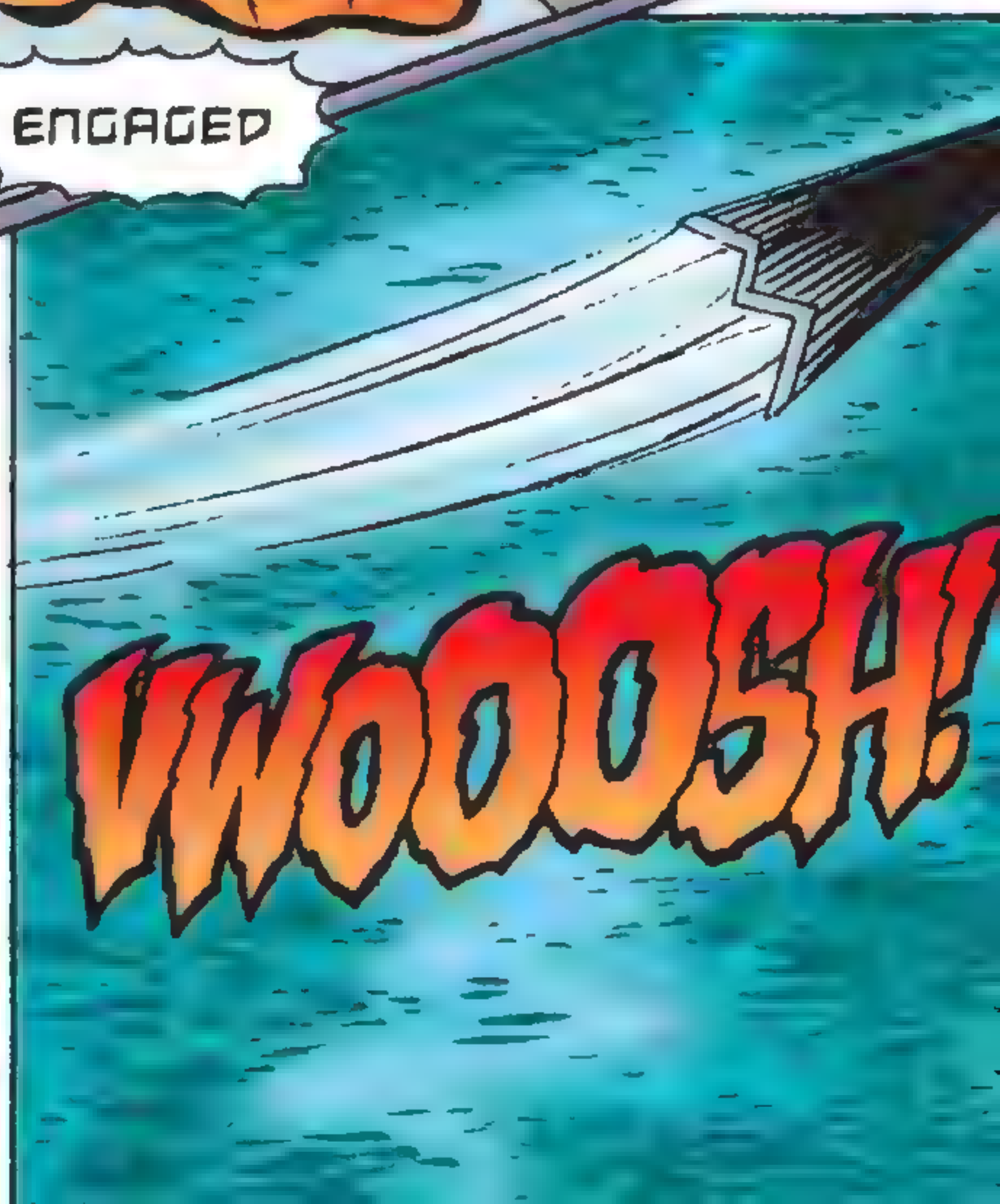
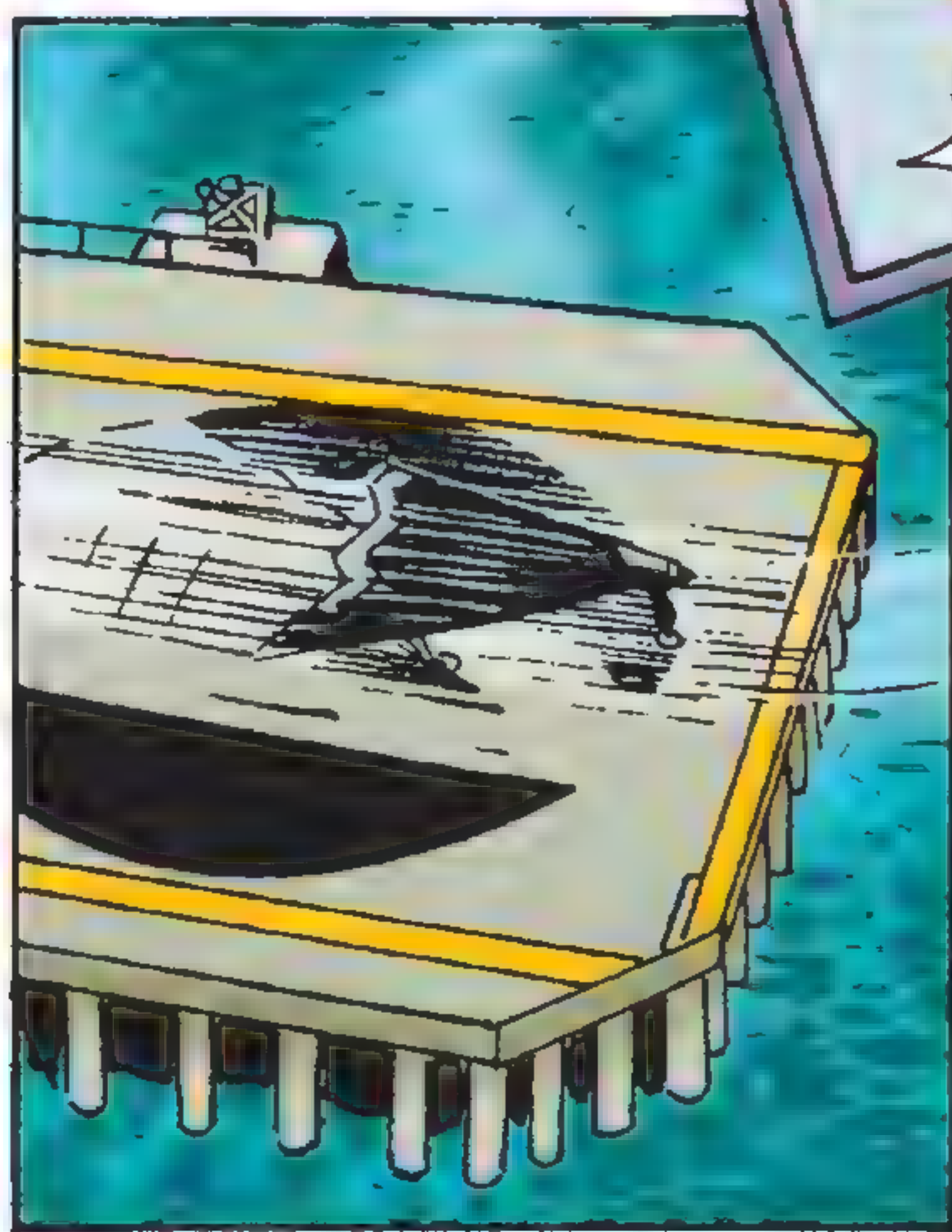
KLIK

HATCH SENSORS

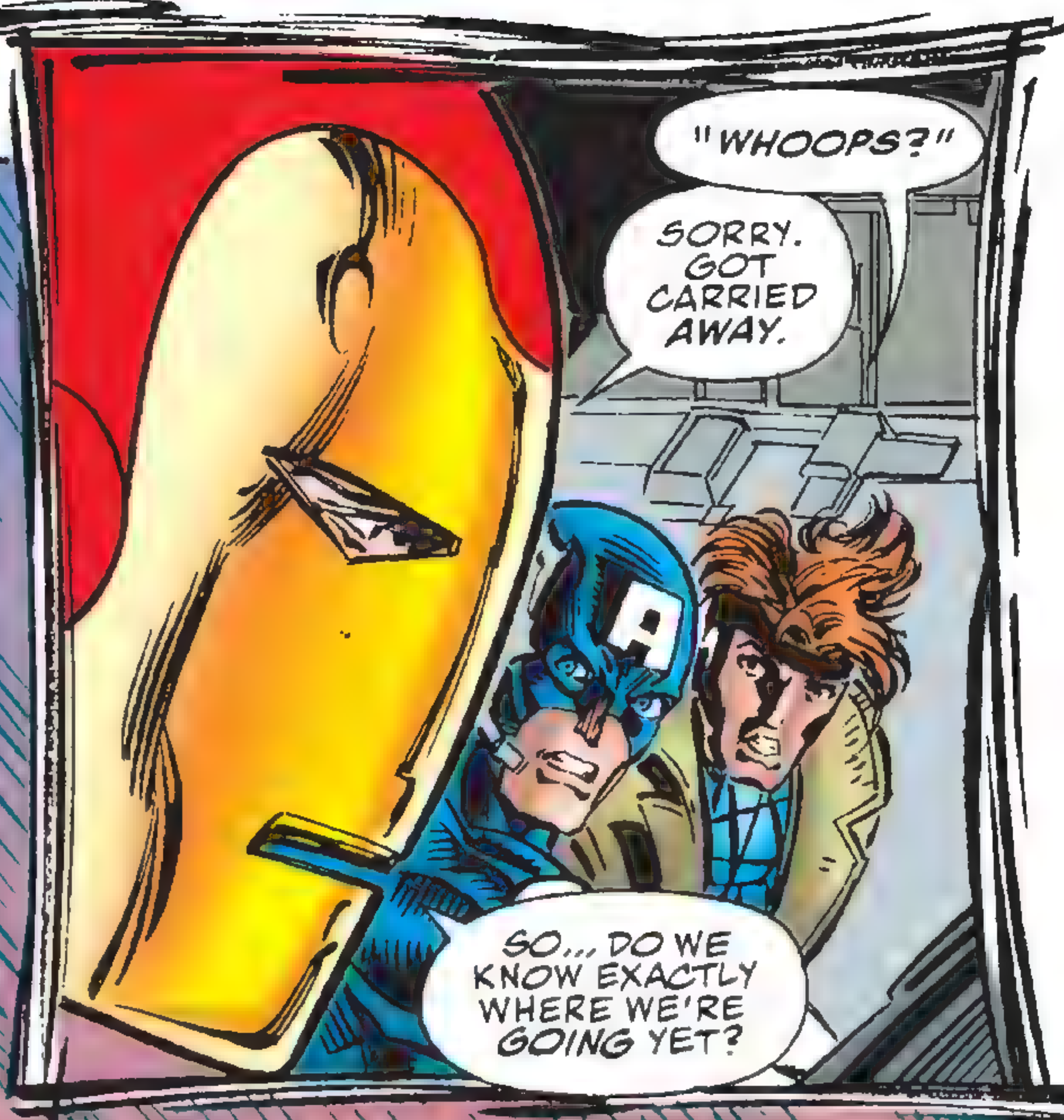
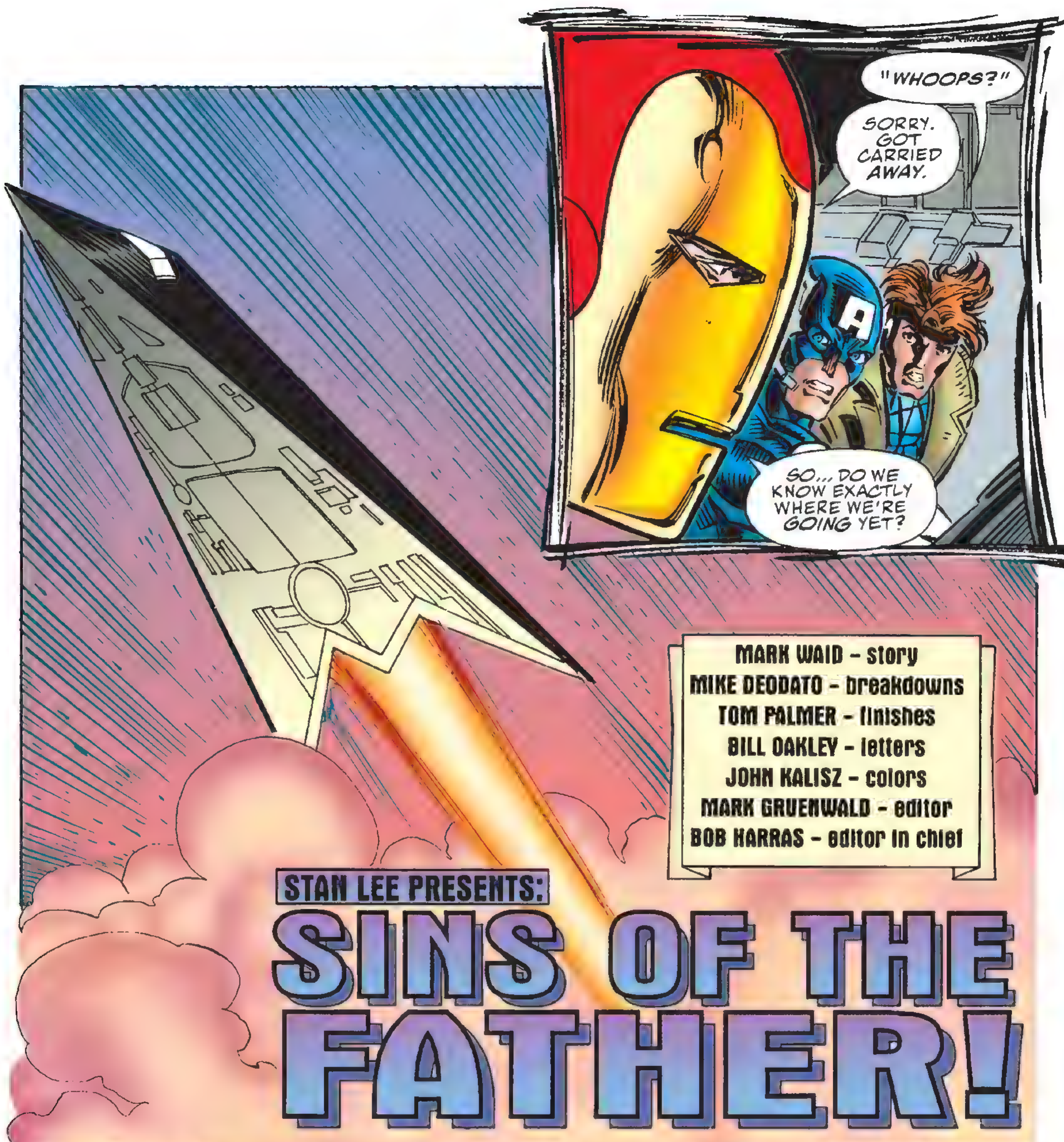
ENGAGED



GUH!



VWOOSH!

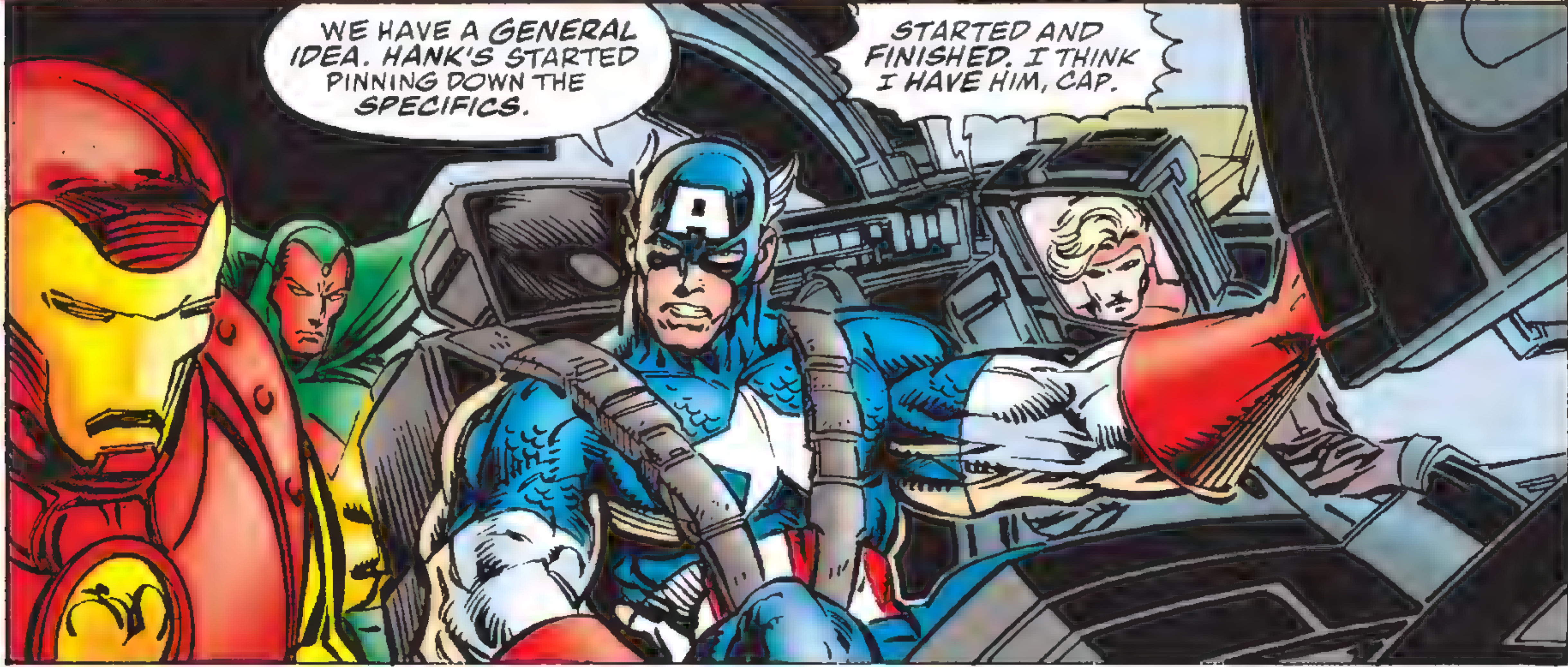


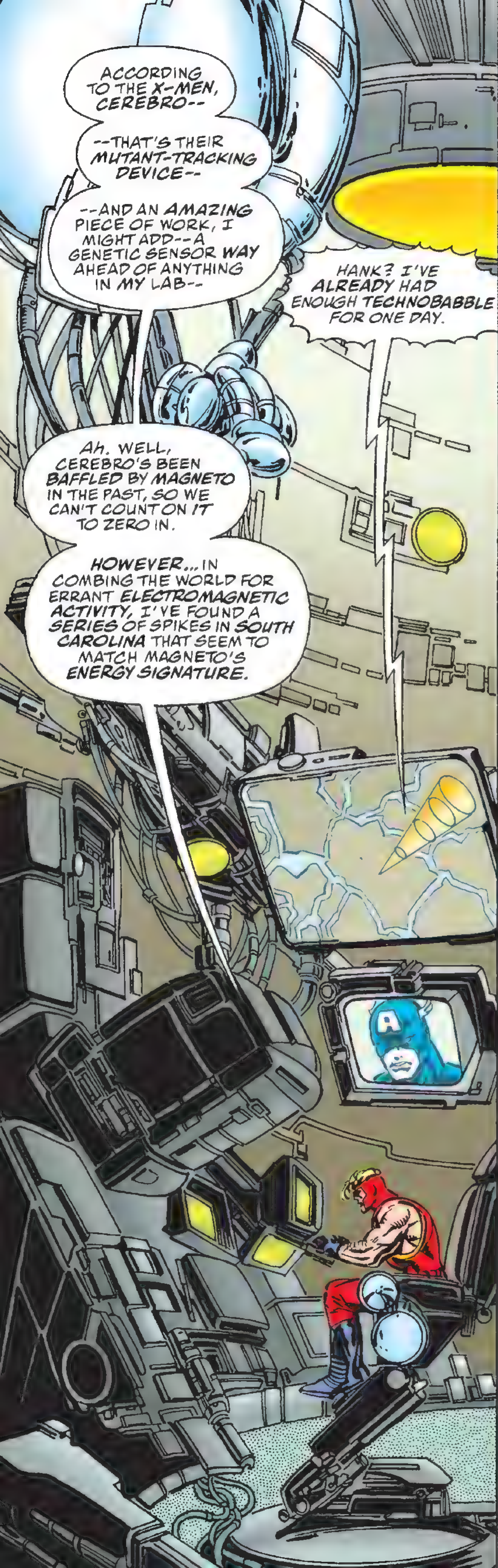
SO... DO WE
KNOW EXACTLY
WHERE WE'RE
GOING YET?

MARK WAID - story
MIKE DEODATO - breakdowns
TOM PALMER - finishes
BILL OAKLEY - letters
JOHN KALISZ - colors
MARK GRUENWALD - editor
BOB HARRAS - editor in chief

STAN LEE PRESENTS:

SINS OF THE FATHER!





ACCORDING
TO THE X-MEN,
CEREBRO--

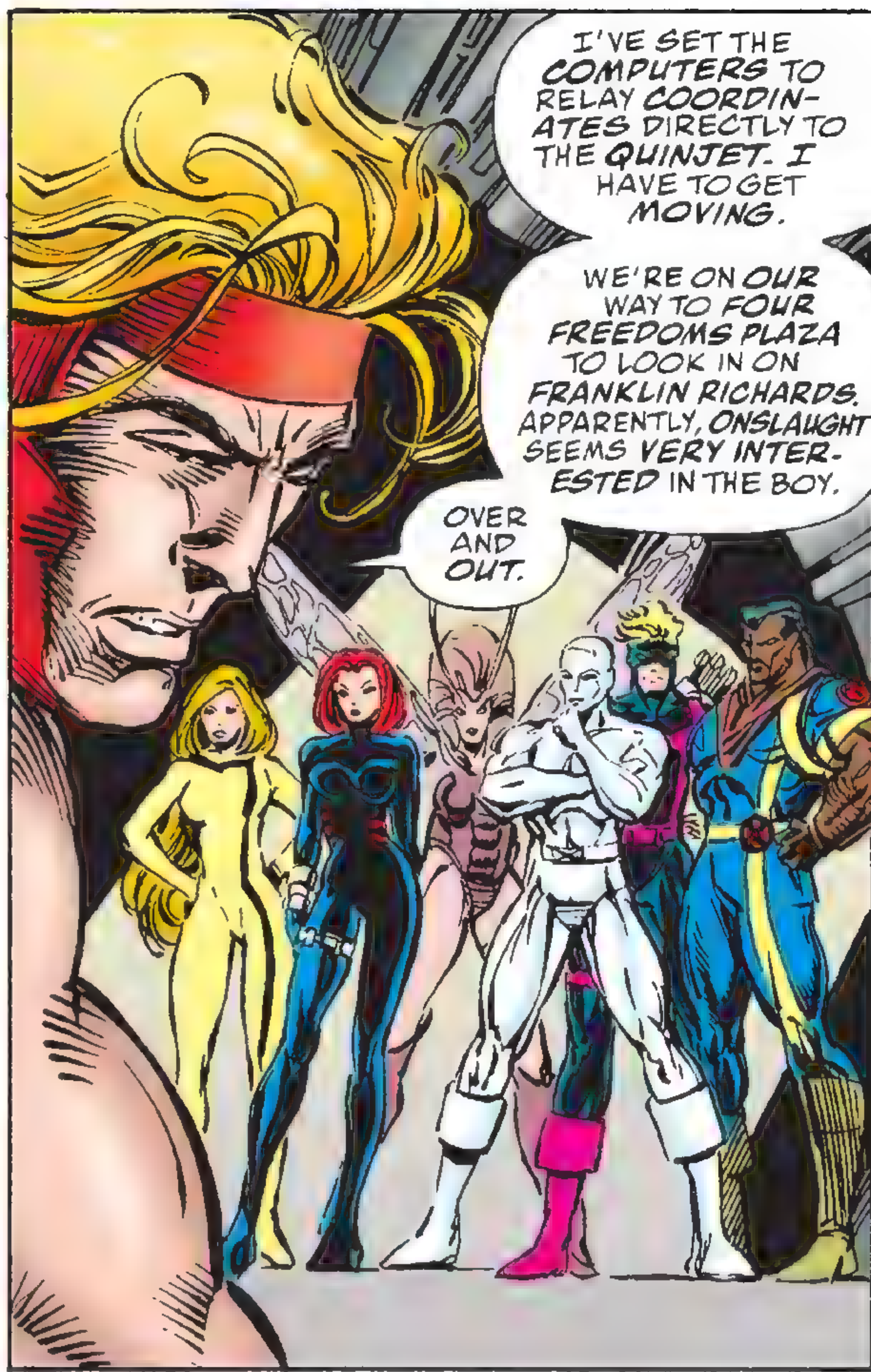
--THAT'S THEIR
MUTANT-TRACKING
DEVICE--

--AND AN AMAZING
PIECE OF WORK, I
MIGHT ADD--A
GENETIC SENSOR WAY
AHEAD OF ANYTHING
IN MY LAB--

HANK? I'VE
ALREADY HAD
ENOUGH TECHNOBABLE
FOR ONE DAY.

AH. WELL,
CEREBRO'S BEEN
BAFFLED BY MAGNETO
IN THE PAST, SO WE
CAN'T COUNT ON IT
TO ZERO IN.

HOWEVER...IN
COMBING THE WORLD FOR
ERRANT ELECTROMAGNETIC
ACTIVITY, I'VE FOUND A
SERIES OF SPIKES IN SOUTH
CAROLINA THAT SEEM TO
MATCH MAGNETO'S
ENERGY SIGNATURE.



I'VE SET THE
COMPUTERS TO
RELAY COORDIN-
ATES DIRECTLY TO
THE QUINJET. I
HAVE TO GET
MOVING.

WE'RE ON OUR
WAY TO FOUR
FREEDOMS PLAZA
TO LOOK IN ON
FRANKLIN RICHARDS.
APPARENTLY, ONSLAUGHT
SEEMS VERY INTER-
ESTED IN THE BOY.

OVER
AND
OUT.



I FIND MYSELF
CONFUSED.

MY LIMITED
EXPOSURE TO
CHARLES XAVIER
LED ME TO CON-
CLUDE THAT HE
WAS A DECENT
MAN.

HE IS. AS MUTANTS
OURSELVES, MY SISTER
WANDA AND I KNOW XAVIER
BETTER THAN ANY AVENGER...
AND WE HAVE BENEFITTED
FROM HIS NOBILITY TIME
AND AGAIN.

BUT IF OUR FATHER
IS SOMEHOW BEHIND
THIS SINISTER TRANSFOR-
MATION... IF MAGNETO
IS CONTROLLING XAVIER'S
UNCHARACTERISTIC
ACTIONS FROM AFAR...

...THAT
EXPLAINS
MUCH.



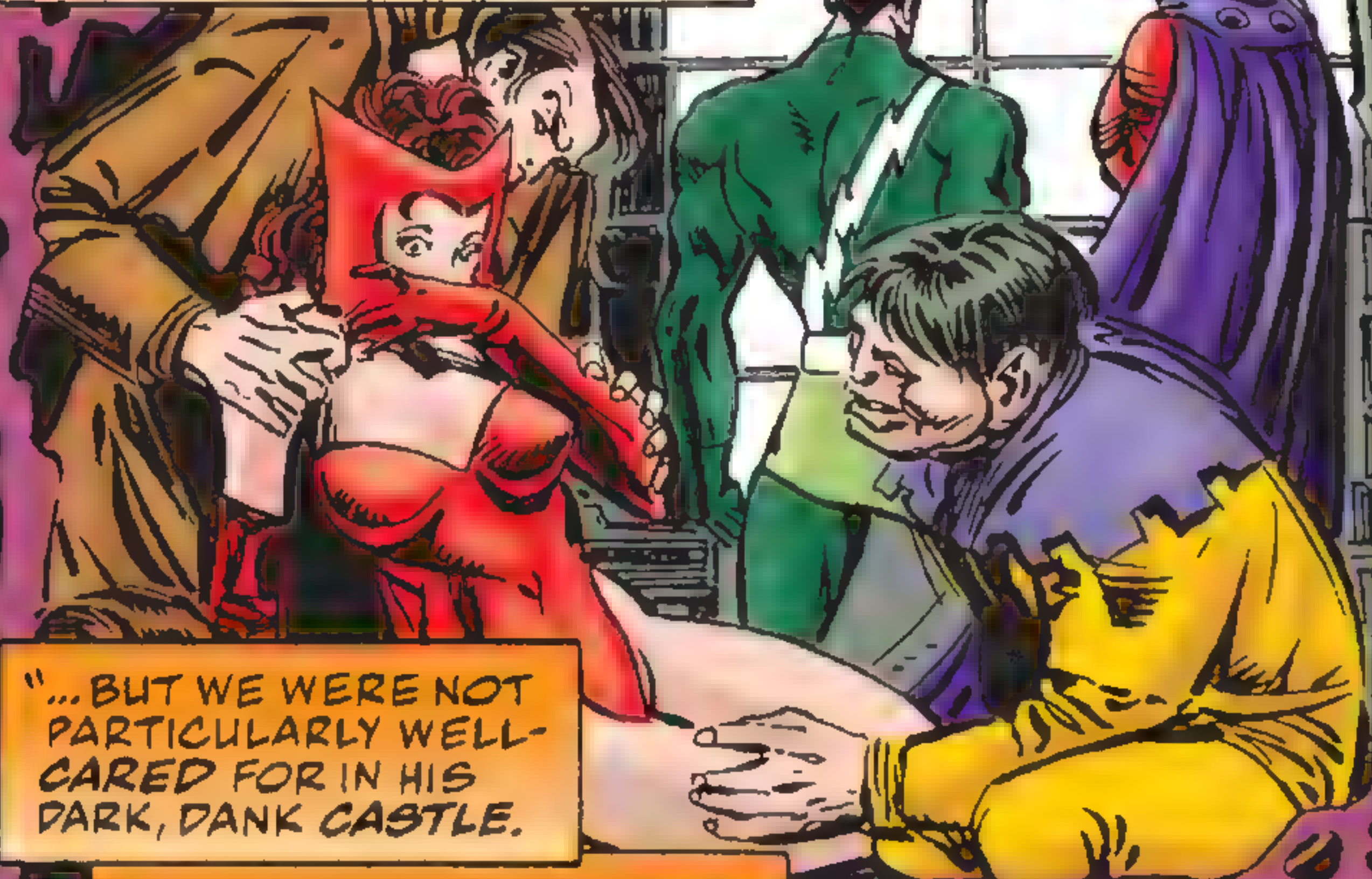
HE LIKES
T'CONTROL MUTANTS,
EH, CHERE? WHAT
WAS IT LIKE BEIN'
PARTO' HIS BROTHER-
HOOD ALL DEM
YEARS AGO?

"HIS NOTIONS OF
KINDNESS AND
BENEVOLENCE
WERE REPULSIVE.

"WHENEVER I WAVERED
IN MY LOYALTY FOR A
HEARTBEAT... WHENEVER
I TOYED WITH THE NOTION
OF LEAVING HIS SERVICE,
HE WOULD...

FOUL. DEGRADING.

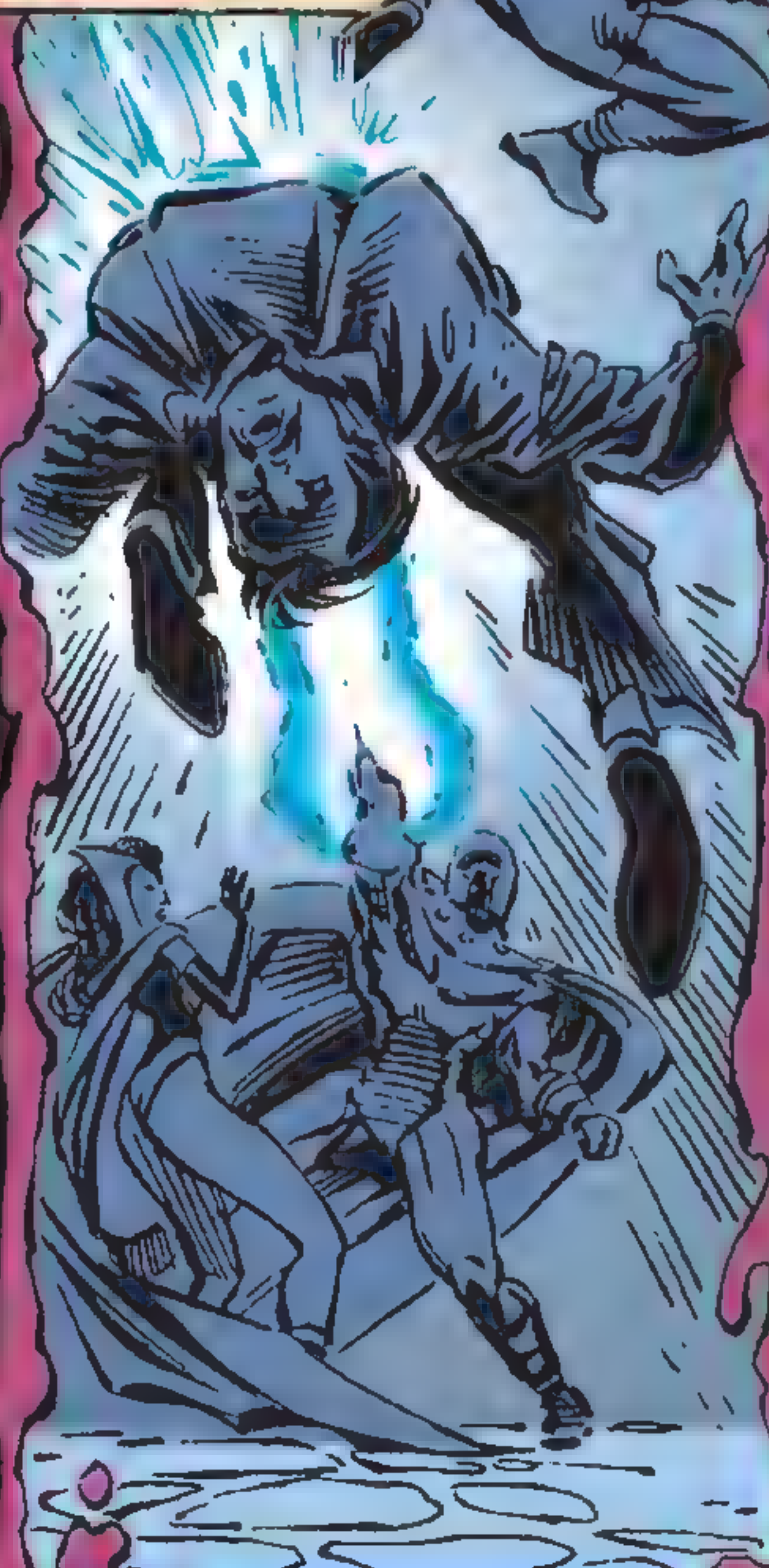
"IT'S TRUE HE TOOK
PIETRO AND MYSELF UNDER
HIS WING, EVEN BEFORE WE
KNEW WE WERE RELATED...



"...BUT WE WERE NOT
PARTICULARLY WELL-
CARED FOR IN HIS
DARK, DANK CASTLE.

"MASTERMIND AND TOAD,
IN PARTICULAR, WERE...
UNPLEASANT COMPANIONS.

"OF COURSE,
MAGNETO
WOULD OFTEN
PUT THEM IN
THEIR PLACE...



"...LESS TO PROTECT
ME THAN TO ESTAB-
LISH HIS OWN
DOMINANCE.



"...FIND A WAY
TO HOLD ON
TO ME.

"TIGHTLY."

"CONSIDERABLE TIME HAS PASSED SINCE THEN. I HAVE GROWN STRONGER... COME TO TERMS WITH MUCH OF WHAT ONCE FRIGHTENED ME.

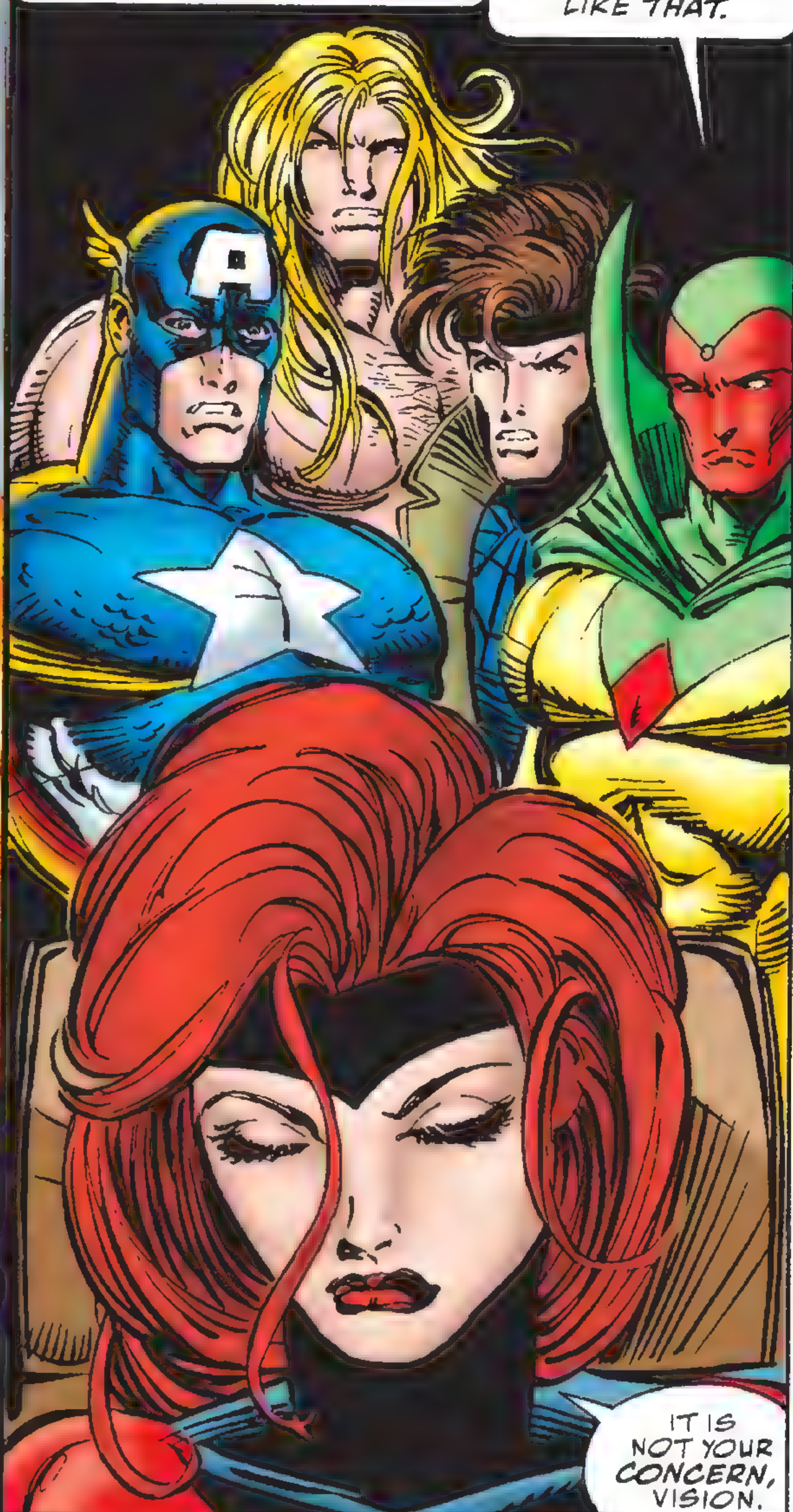
FORGIVE US, WANDA-- BUT WE ARE NOT USED TO HEARING YOU SPEAK IN SUCH A MANNER.

EVEN I HAVE NEVER HEARD YOU REFER TO THOSE EARLY DAYS... LIKE THAT.

"BUT NEVER HAVE I BEEN MORE TERRIFIED THAN AT THE FEET OF A MAN WHO COULD KILL ME WITH A THOUGHT.

"AROUND HIM, I WAS FRAGILE... VULNERABLE.

"I CANNOT BE CERTAIN... THAT I WILL NOT BE AGAIN."



IT IS NOT YOUR CONCERN, VISION.

HE WILL NOT HURT YOU, MY SISTER. I PROMISE. I WILL NOT LET HIM.

PIETRO, NO. YOU AND I-- WE'RE NOT LIKE THAT ANYMORE--

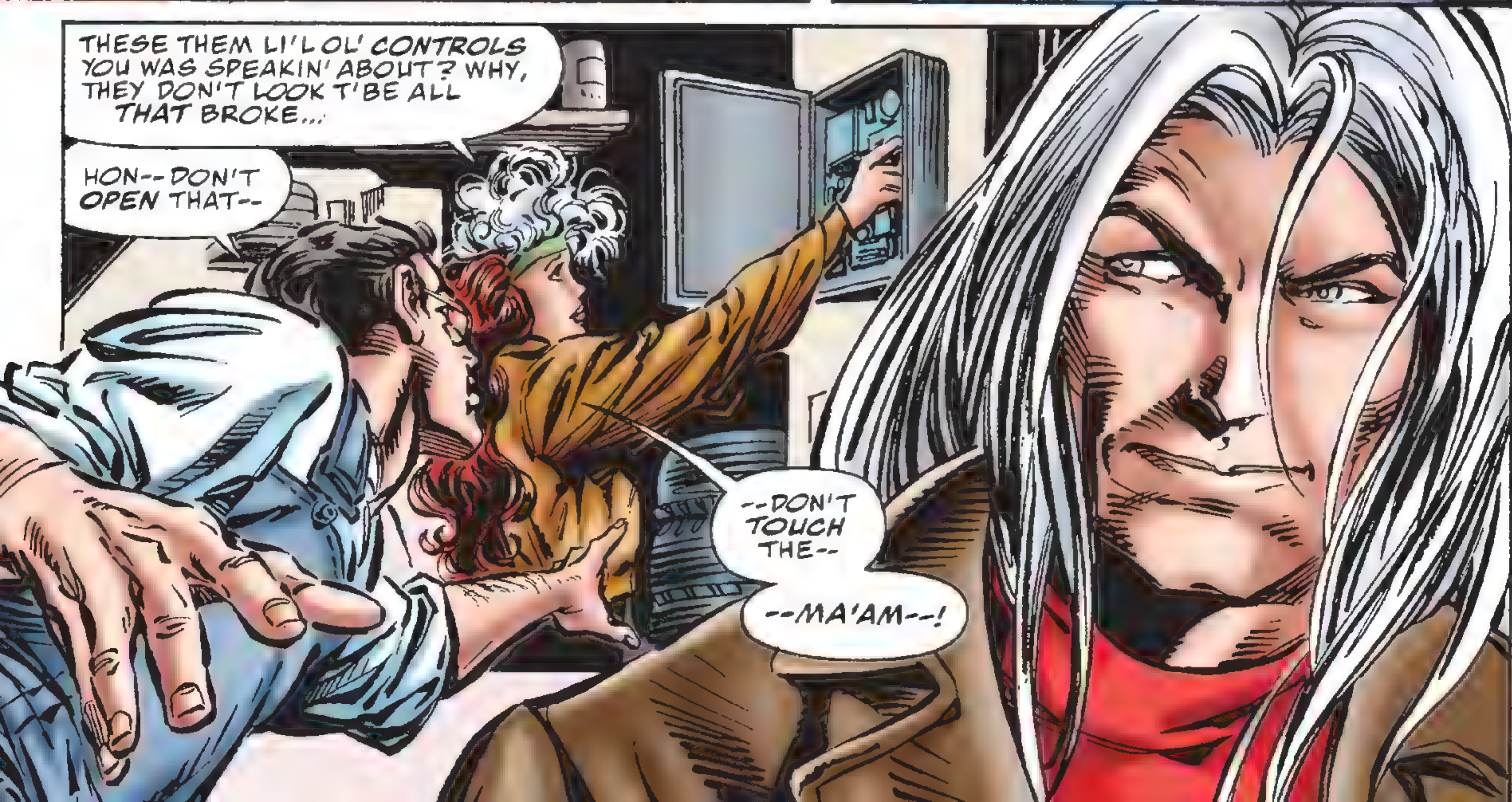
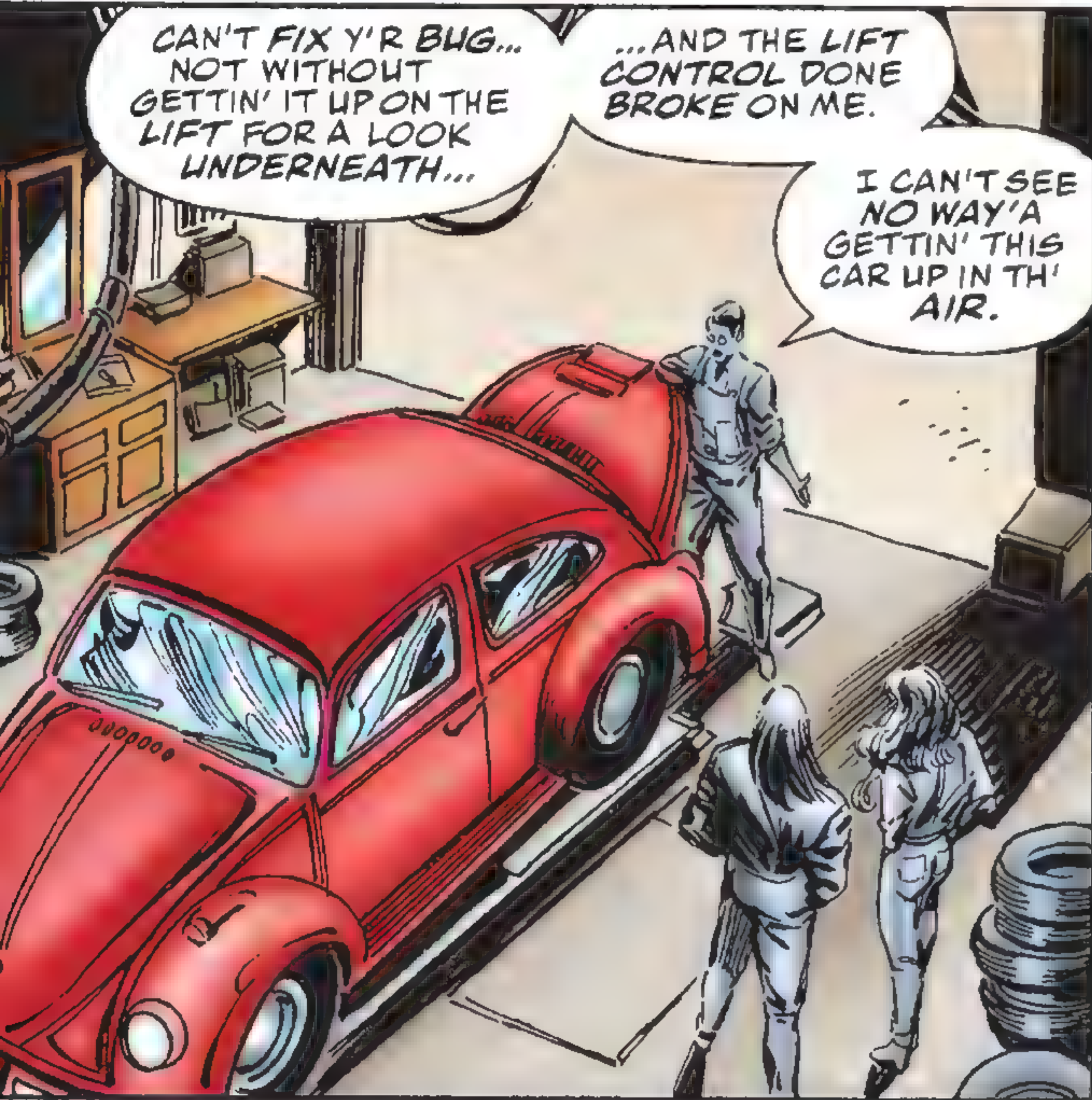
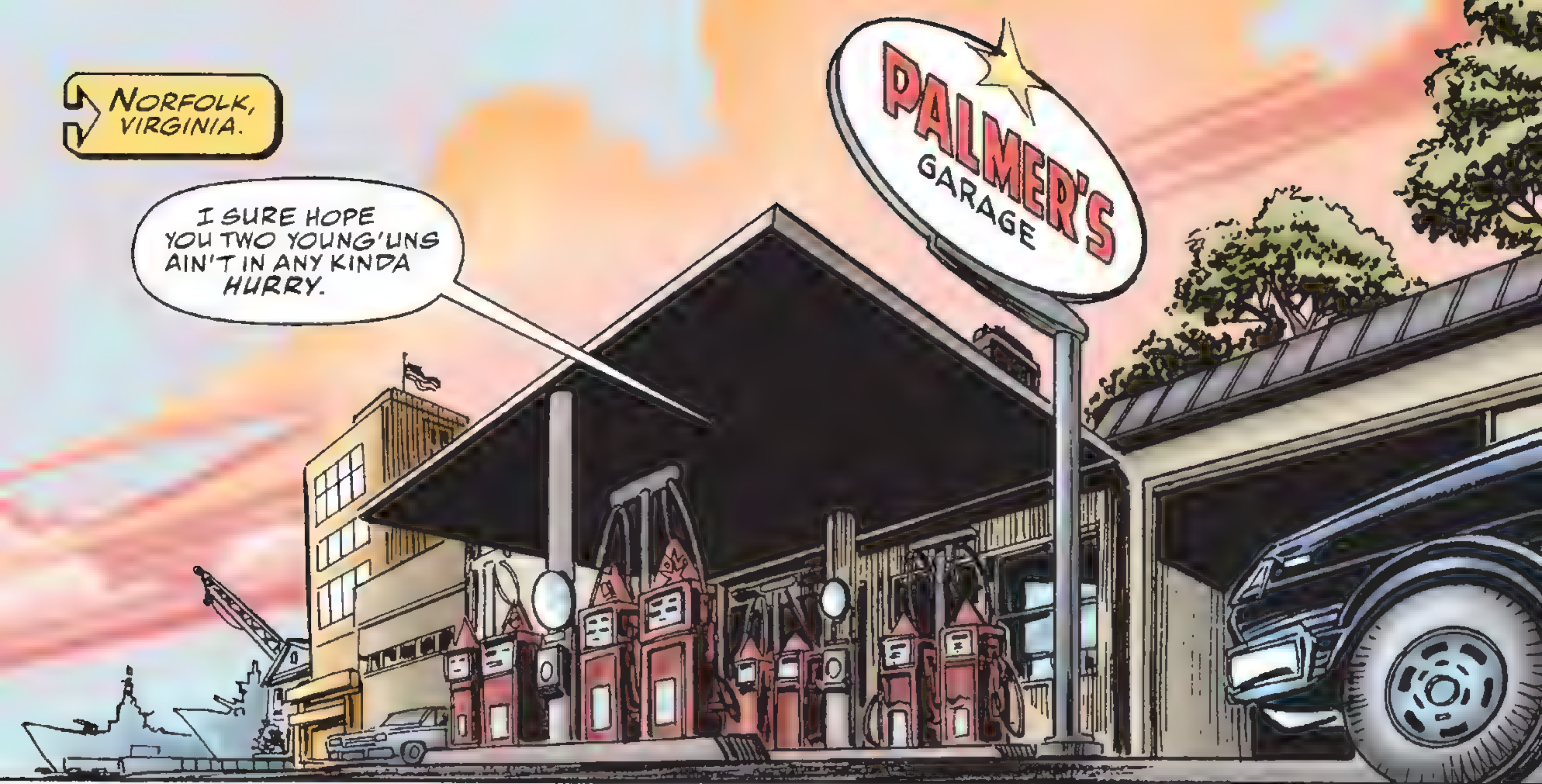


HUSH. I WILL PROTECT YOU... ALWAYS.

NORFOLK,
VIRGINIA.

I SURE HOPE
YOU TWO YOUNG'UNS
AIN'T IN ANY KINDA
HURRY.

PALMER'S
GARAGE

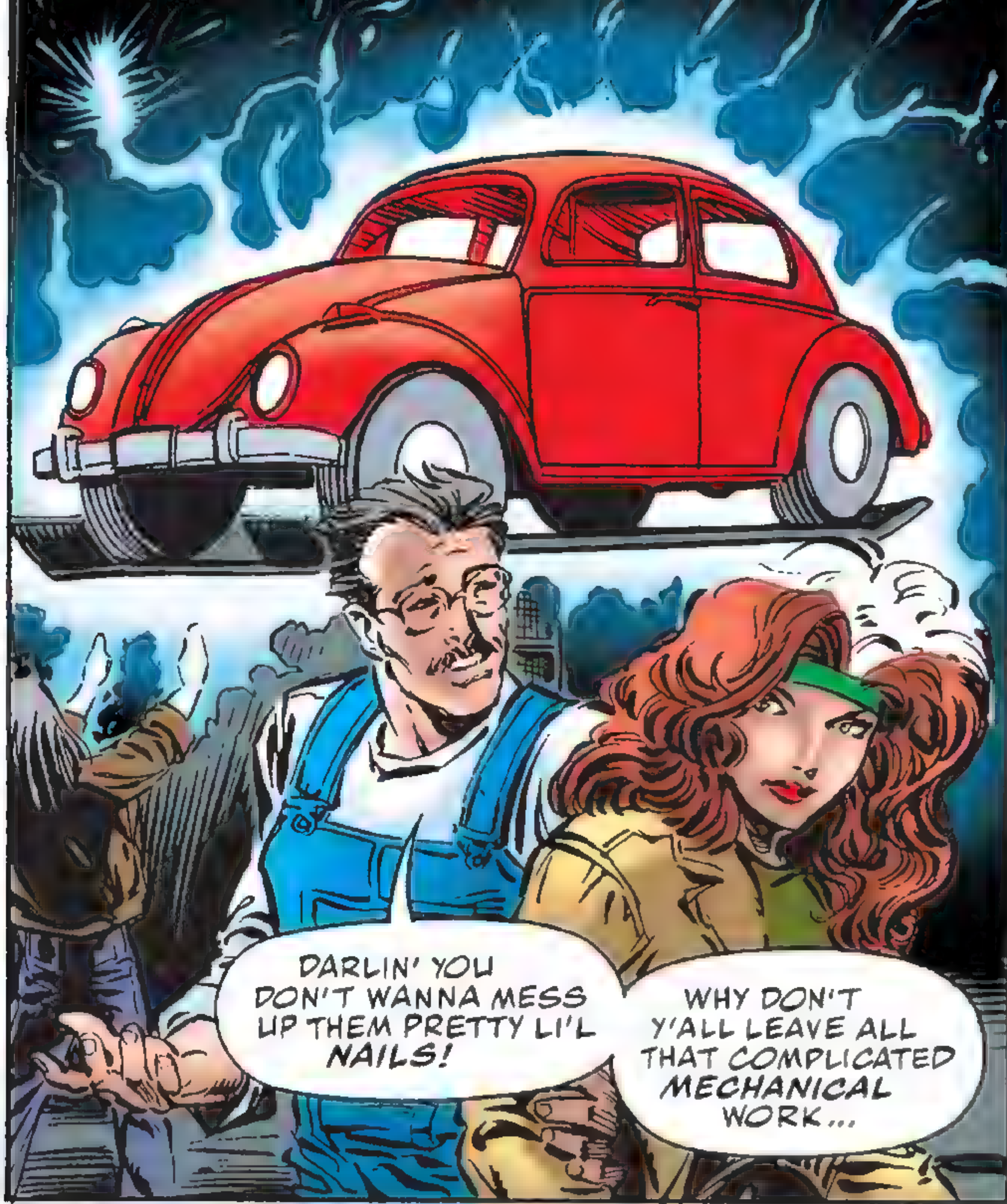


THESE THEM LI'L OL' CONTROLS
YOU WAS SPEAKIN' ABOUT? WHY,
THEY DON'T LOOK T'BE ALL
THAT BROKE...

HON-- DON'T
OPEN THAT--

--DON'T
TOUCH
THE--

--MA'AM--!



DARLIN' YOU DON'T WANNA MESS UP THEM PRETTY LI'L NAILS!

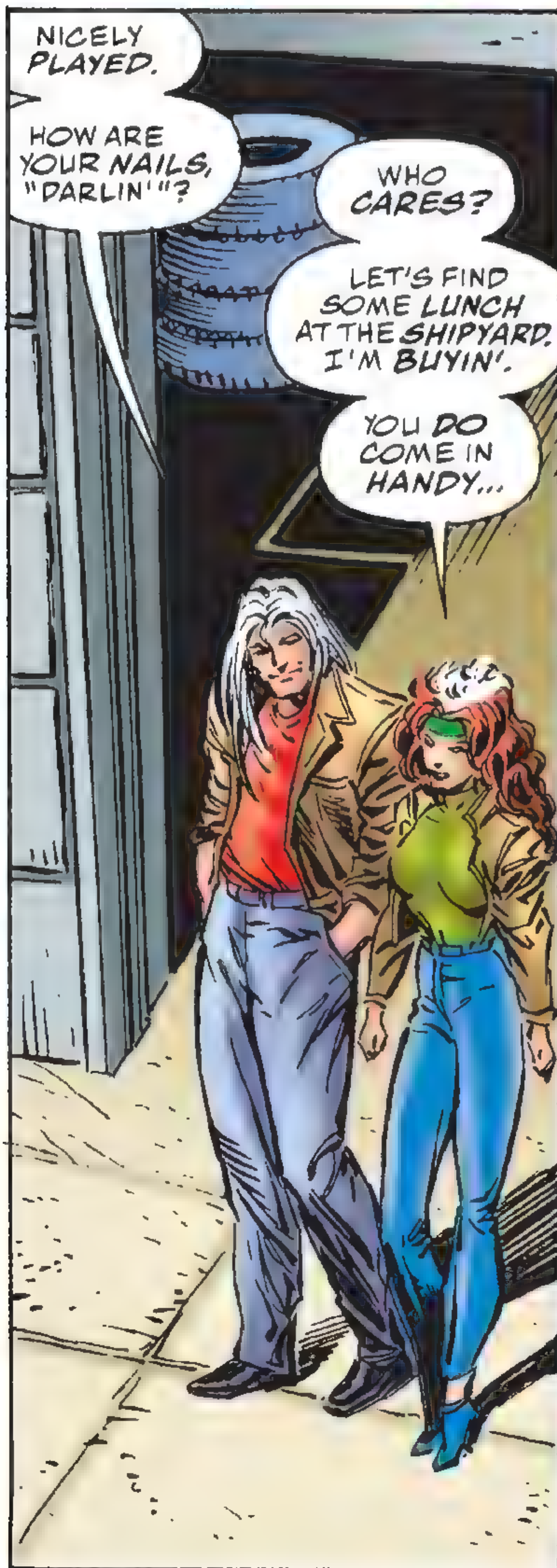
WHY DON'T Y'ALL LEAVE ALL THAT COMPLICATED MECHANICAL WORK...



...TO THE PROS...?

WHY, LOOK AT HERE. RECKON I MUSTA JIGGERED THE RIGHT DOODAD AFTER ALL.

WE'LL BE BACK IN AN HOUR.



NICELY PLAYED.

HOW ARE YOUR NAILS, "DARLIN' "?

WHO CARES?

LET'S FIND SOME LUNCH AT THE SHIPYARD. I'M BUYIN'.

YOU DO COME IN HANDY...



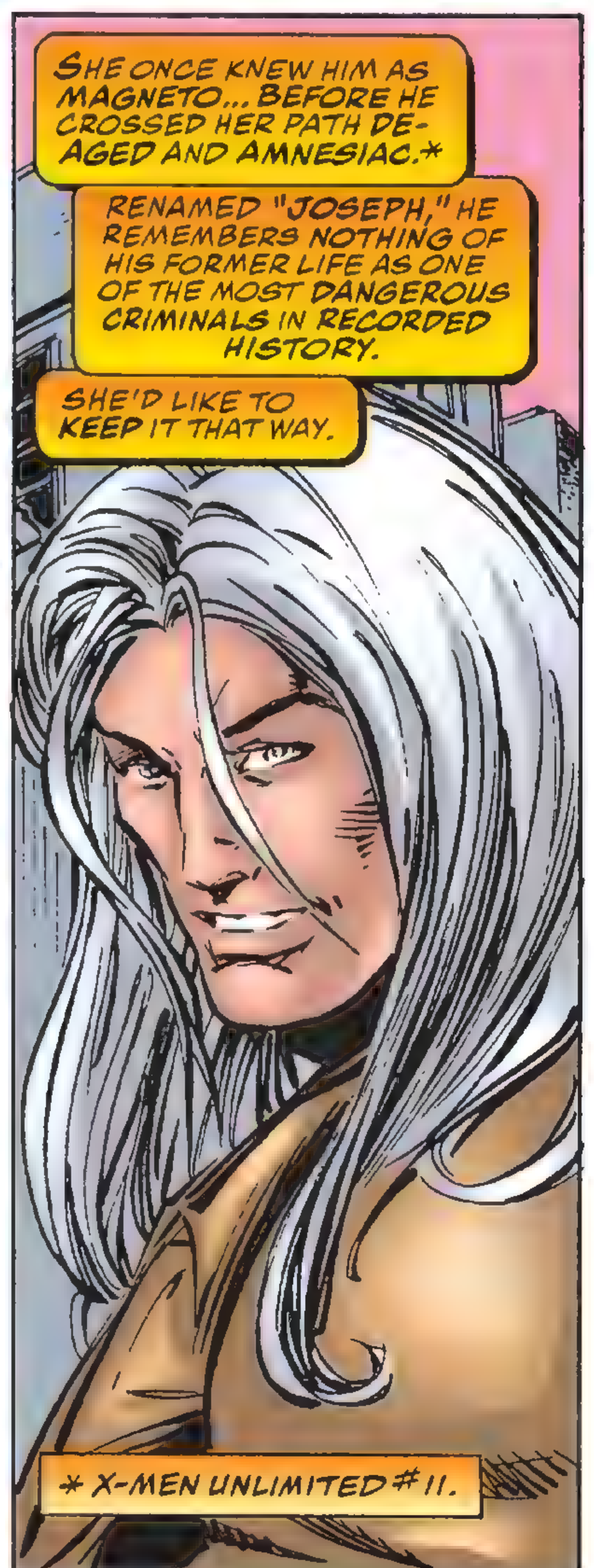
SHE'S TRYING HARD NOT TO FLIRT.

AND FAILING MISERABLY.

HER NAME IS ROGUE... A FORMER X-MAN WHO RECENTLY LEFT THE TEAM TO ESTABLISH HER OWN LIFE...

...ONLY TO HAVE IT INVADED...

...BY HIM.



SHE ONCE KNEW HIM AS MAGNETO... BEFORE HE CROSSED HER PATH DE-AGED AND AMNESIAC.*

RENAMED "JOSEPH," HE REMEMBERS NOTHING OF HIS FORMER LIFE AS ONE OF THE MOST DANGEROUS CRIMINALS IN RECORDED HISTORY.

SHE'D LIKE TO KEEP IT THAT WAY.

* X-MEN UNLIMITED #11.

SHE SEES A SPECIAL SOMETHING IN THIS MAN... A CHARM SHE'S KNOWN IN ONLY ONE OTHER. HENCE THE ROAD TRIP.

SHE'S TAKING HIM TO THE X-MEN IN HOPES OF HIDING HIM... KEEPING HIM FROM THAT PAST.

IT'S A DANGEROUS GAME. AFTER ALL, MAGNETO STILL BUBBLES SOMEWHERE INSIDE HIM. SHE KNOWS SHE'S HANDLING A LIVE GRENADE...

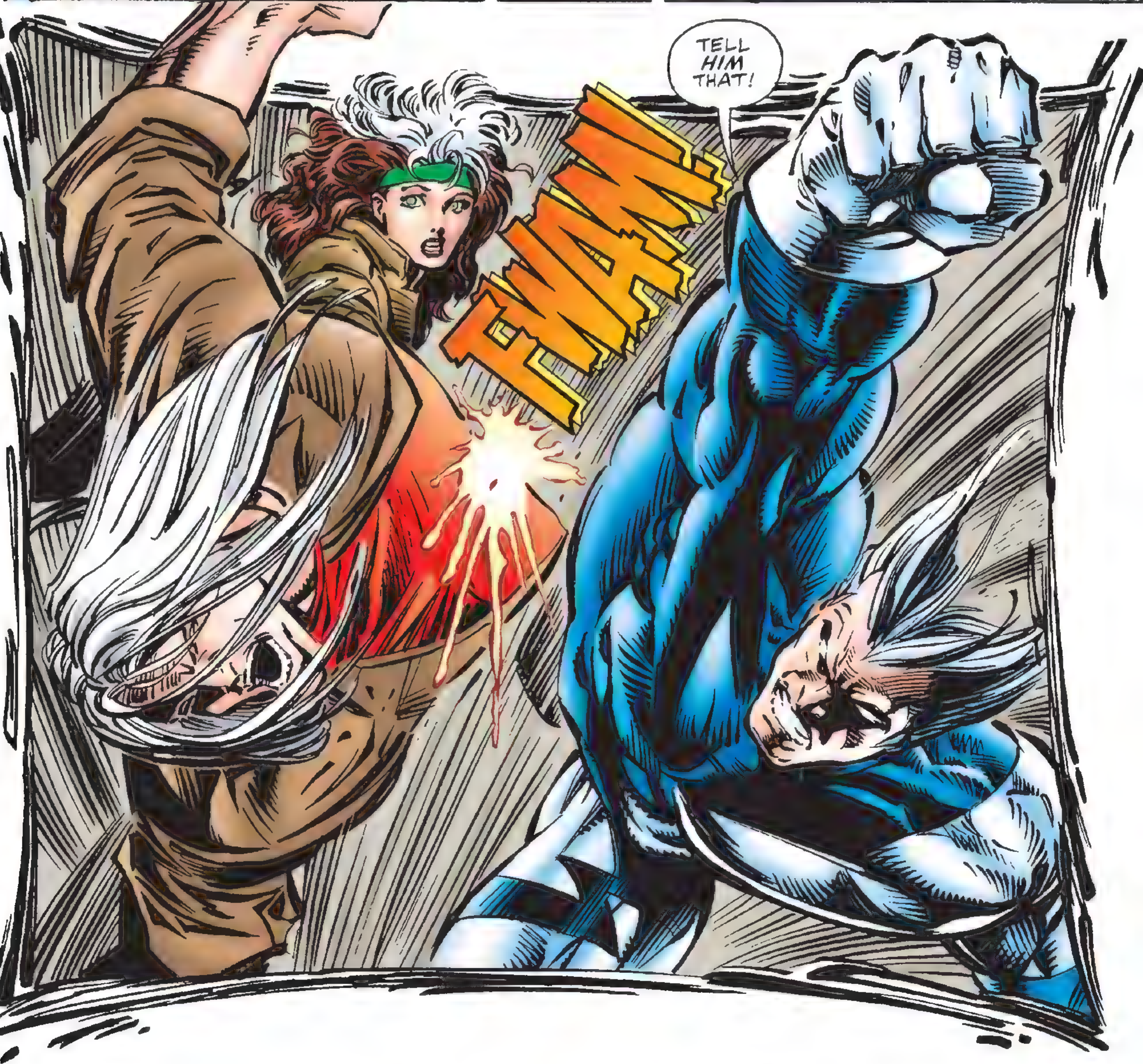
...AND IF HE LEARNS TOO MUCH ABOUT THE PAST TOO QUICKLY...

...WELL, THAT JUST MAY PULL THE PIN. SHE'S GOT TO KEEP A GUARD UP... WHICH IS WHY THEY'VE BEEN TRAVELLING BY CAR.

INCOGNITO.

THE OBJECTIVE...

...IS TO KEEP A LOW PROFILE.



HE'LL HAVE NO MORE INNOCENTS UNDER HIS THRALL! I SWEAR THIS WITH ALL MY--

QUICK-SILVER?

ROGUE?

ROGUE?

YOU MONSTER! YOU DARE CLAIM ANOTHER ONE?!

REMY...?

PIETRO, CALM YOURSELF! HE'S DOWN!

DOWN, YES...

...BUT

NOT

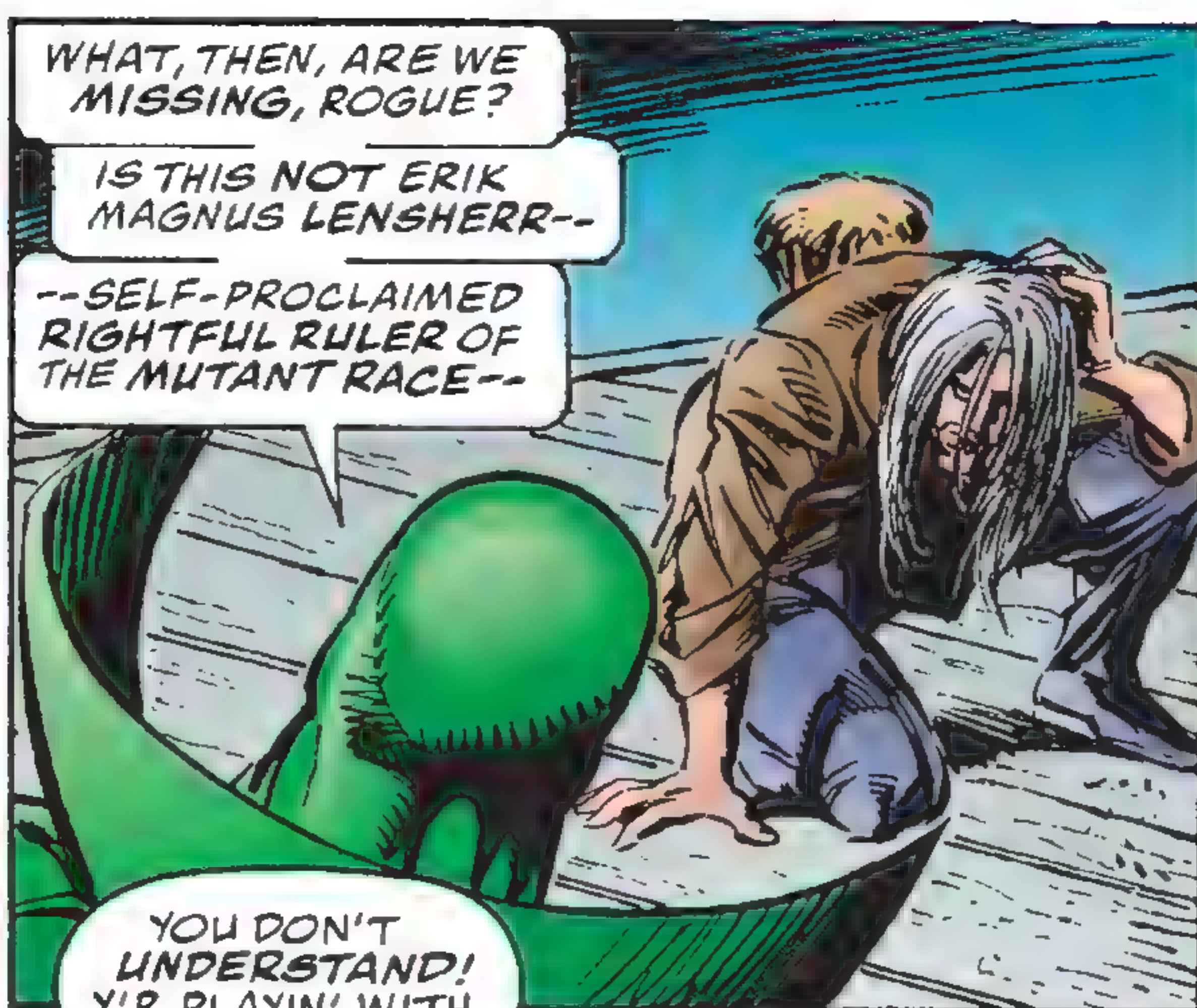
OUT!

PERHAPS A CHOKING VORTEX--



LEAVE HIM ALONE! Y'ALL DON'T KNOW WHAT Y'R MESSIN' WITH--!

ENOUGH, PIETRO.



WHAT, THEN, ARE WE MISSING, ROGUE?

IS THIS NOT ERIK MAGNUS LENSHER--

--SELF-PROCLAIMED RIGHTFUL RULER OF THE MUTANT RACE--

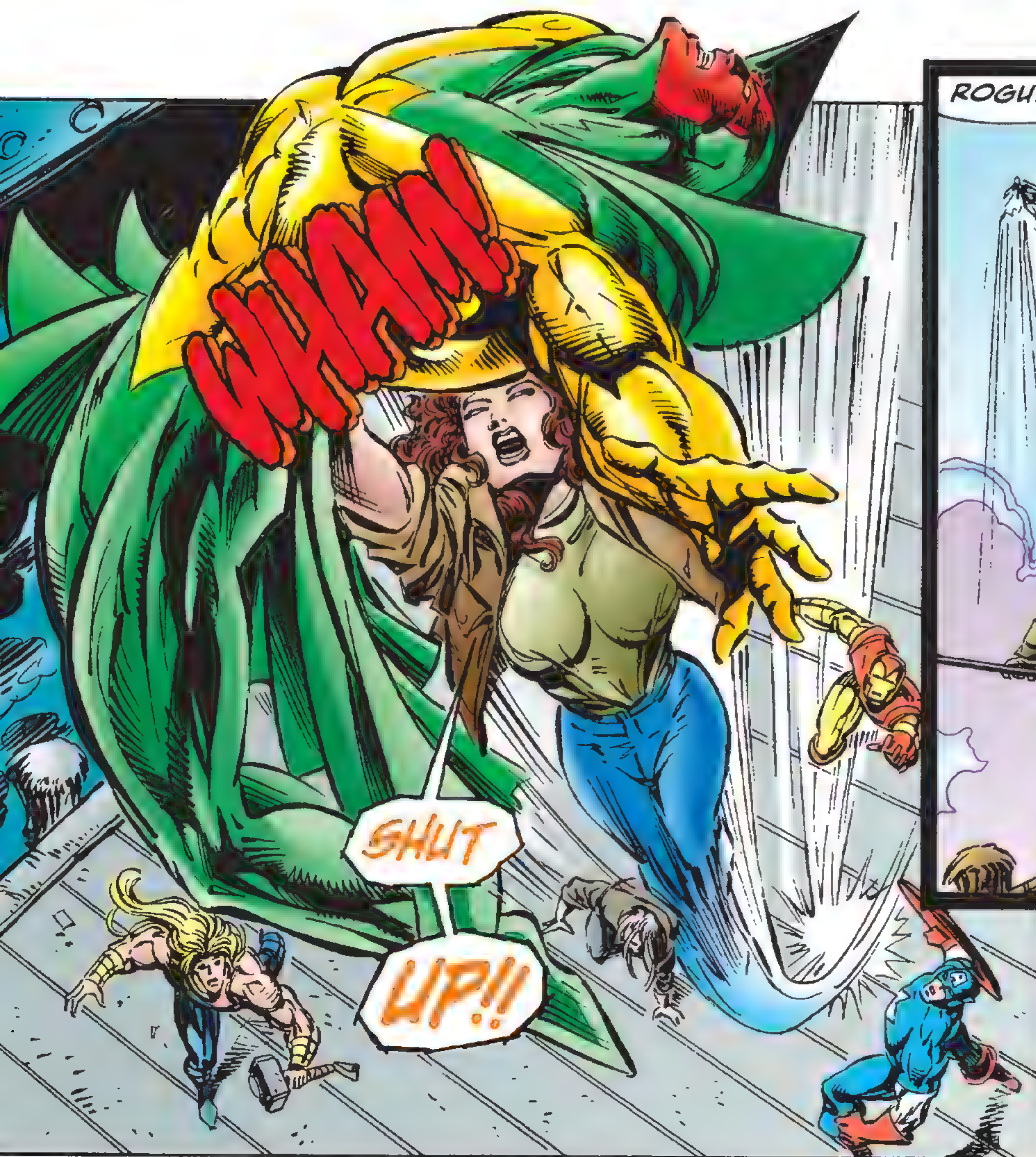
YOU DON'T UNDERSTAND! Y'R PLAYIN' WITH FIRE!

DON'T SAY ANYTHING!



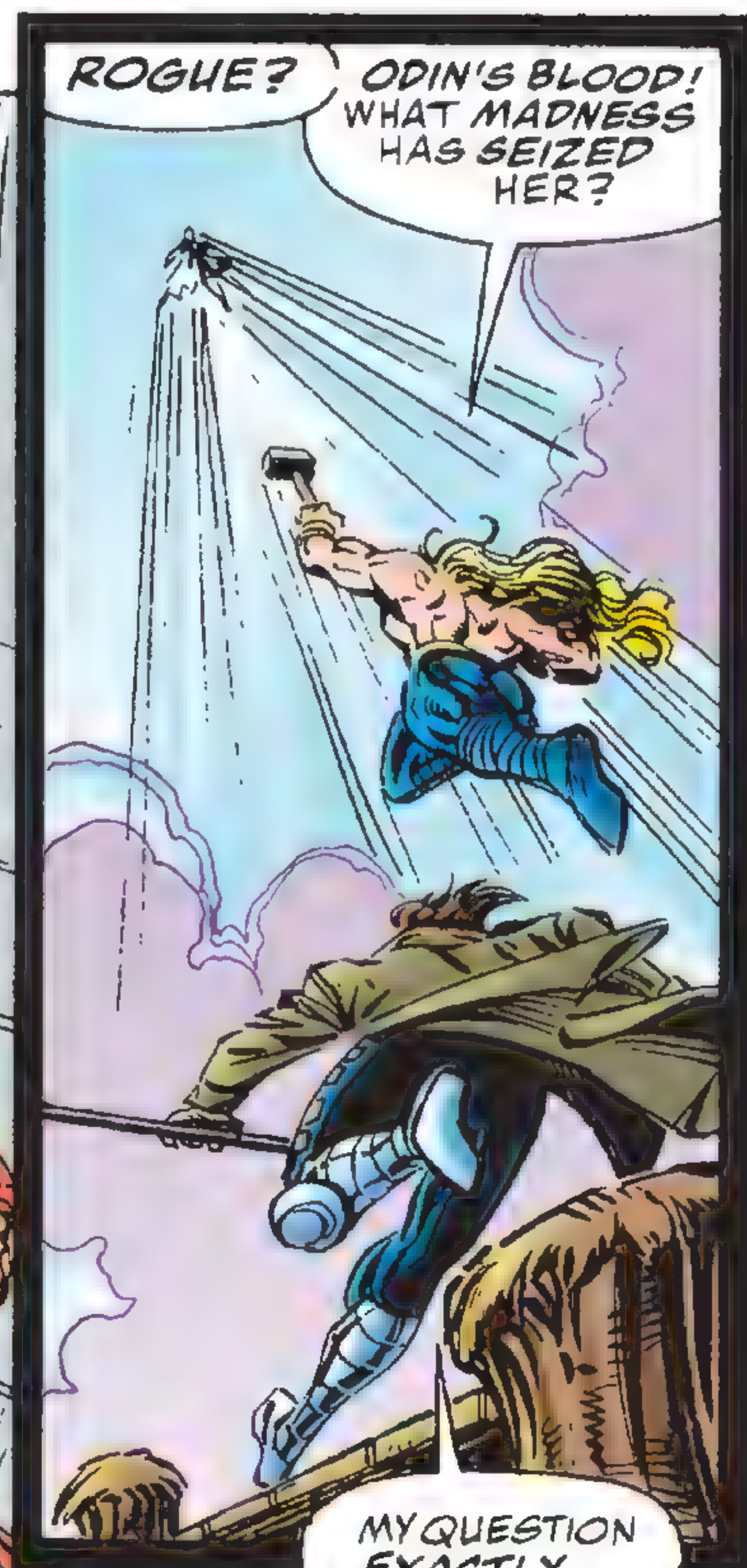
--AND IN THE EYES OF MANY THE WORLD OVER--

--THE MOST RUTHLESS, MOST SADISTIC, MOST HEINOUS--



SHUT

UP!!



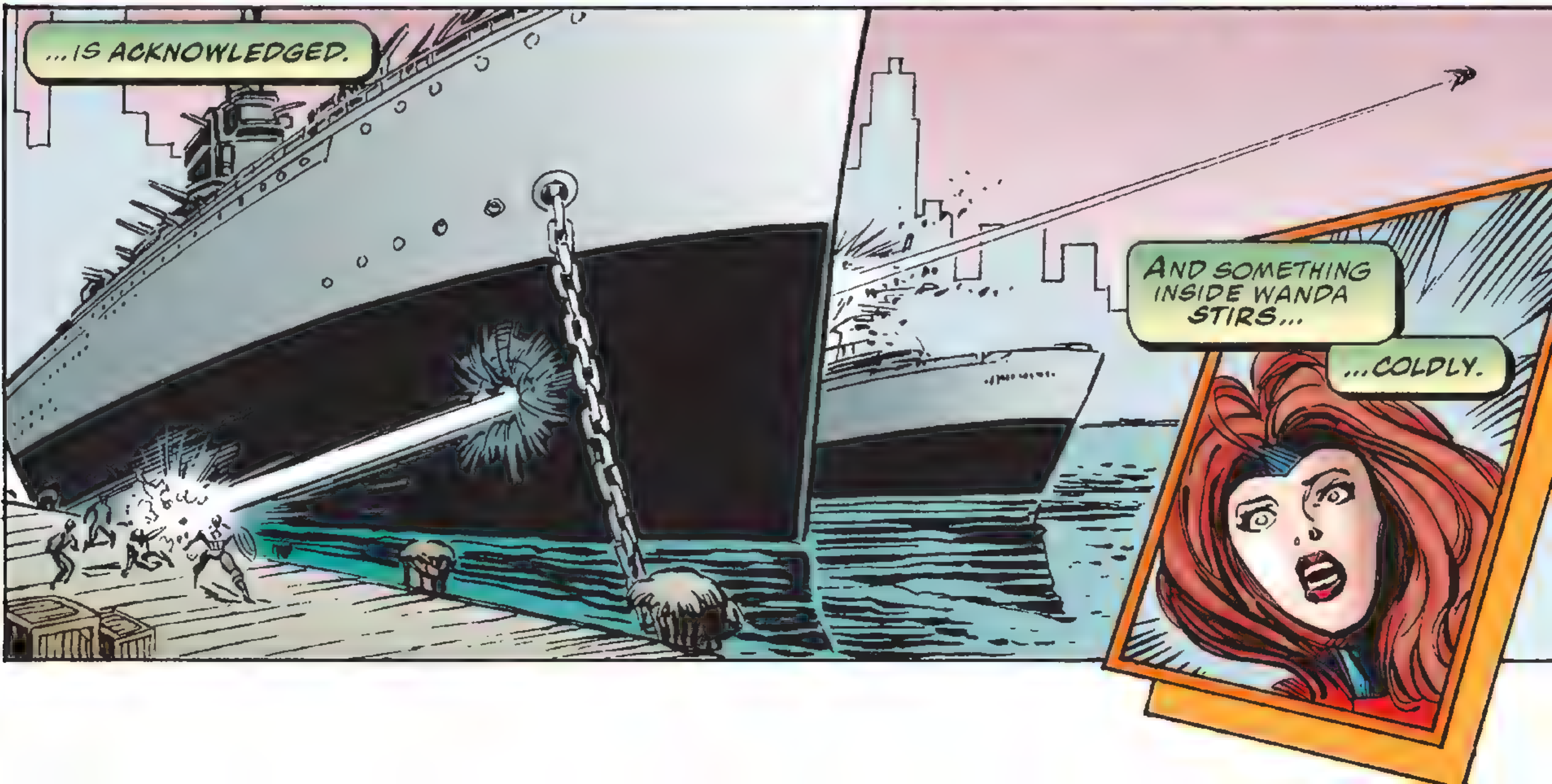
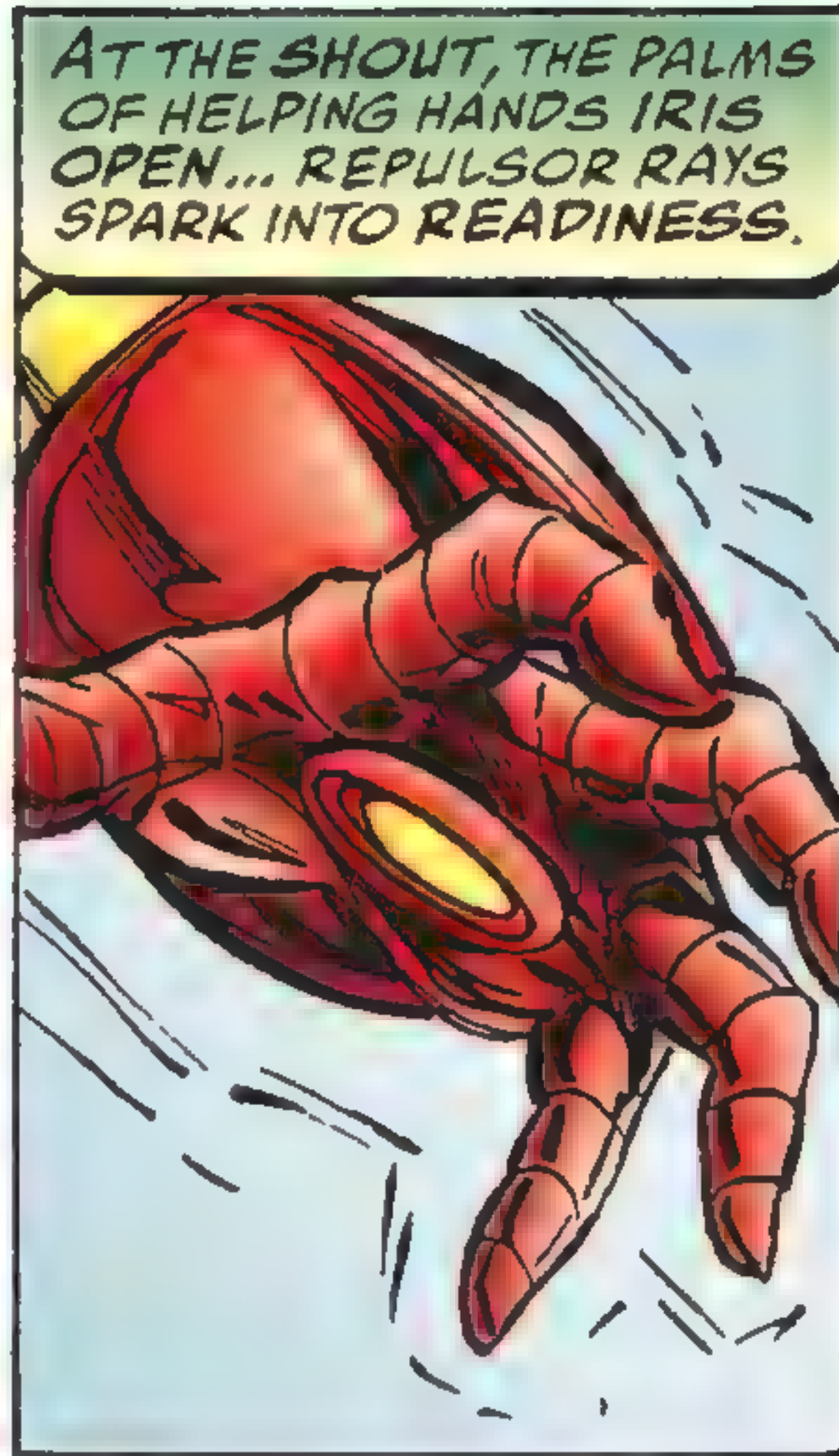
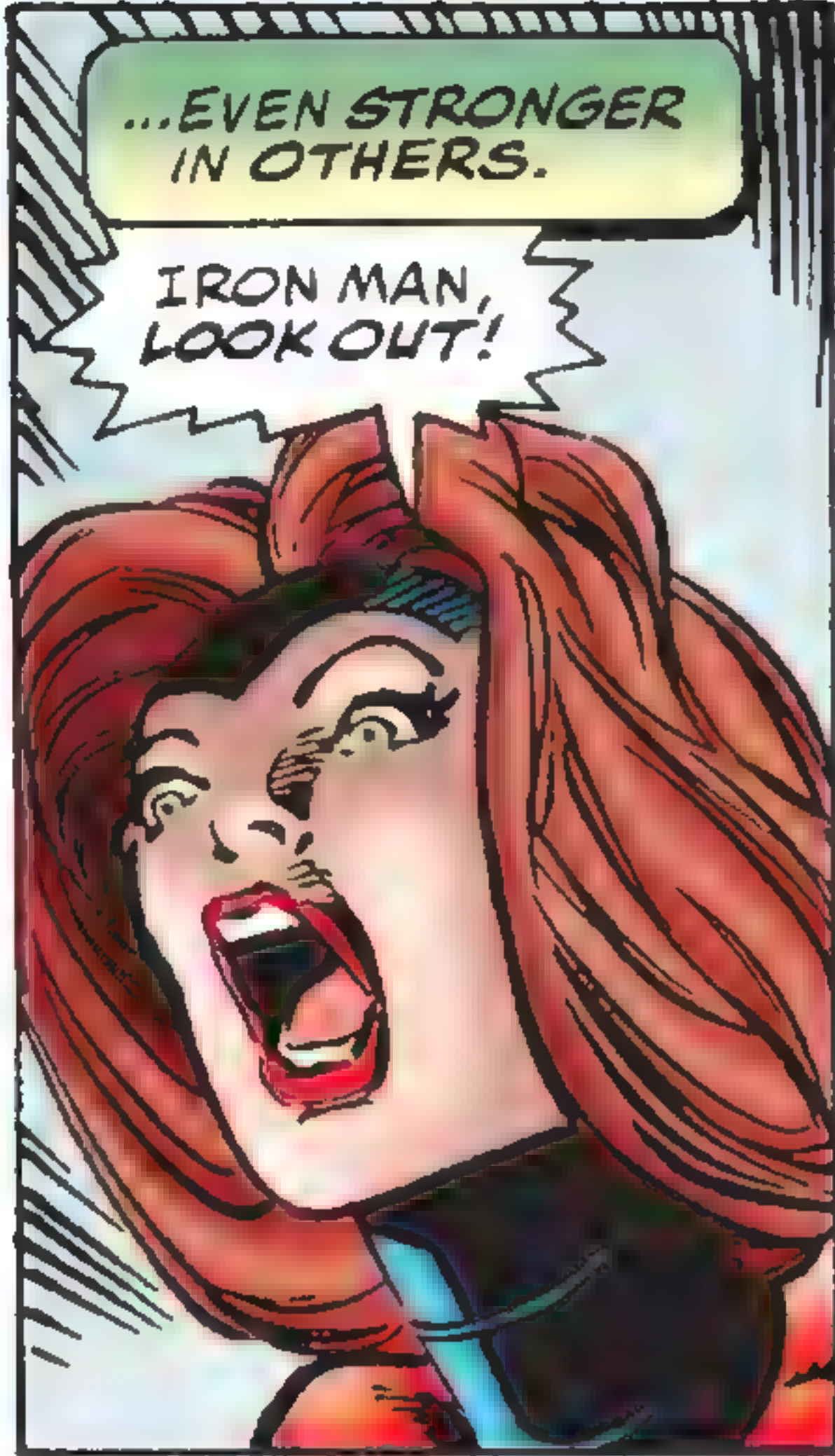
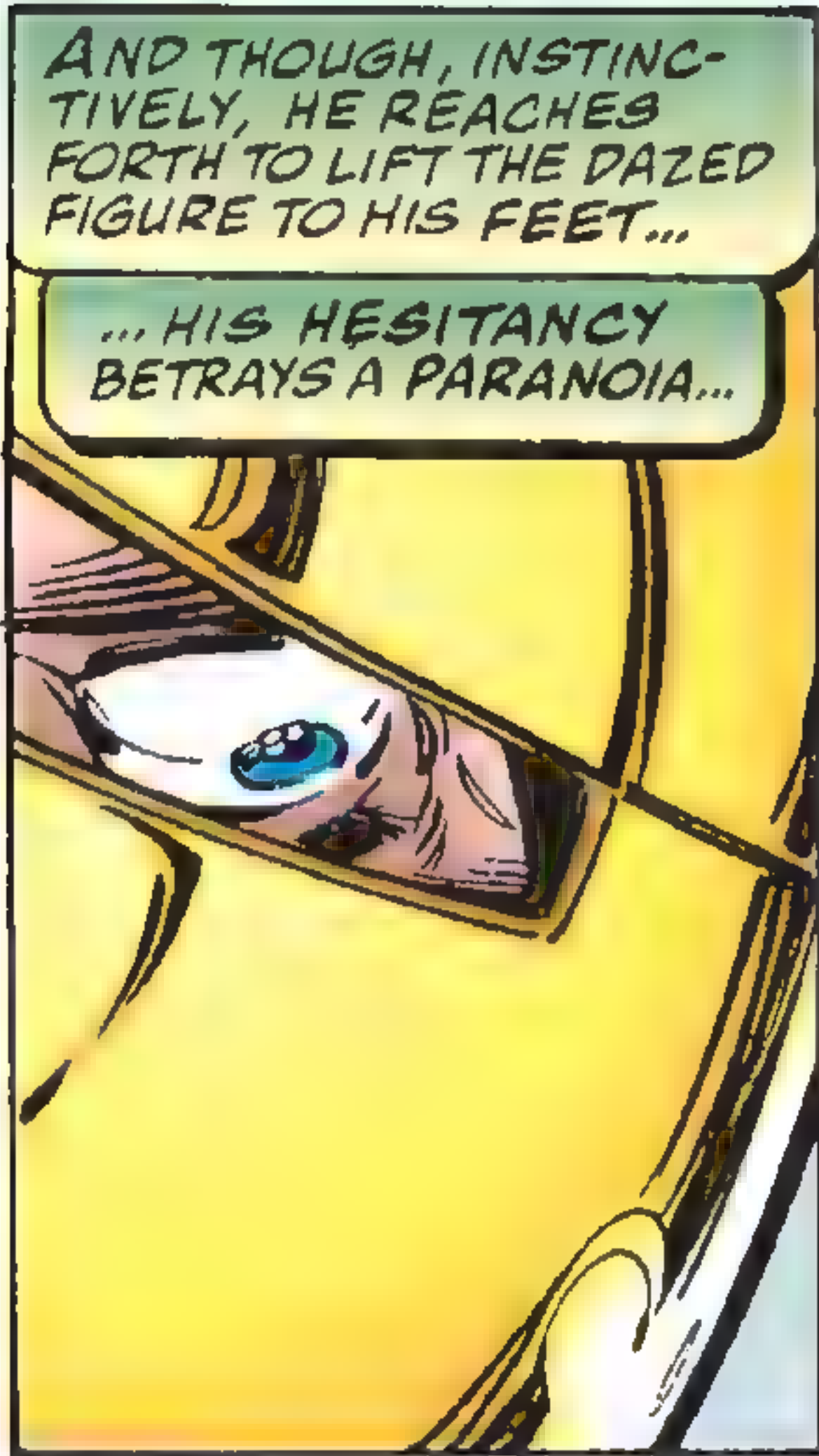
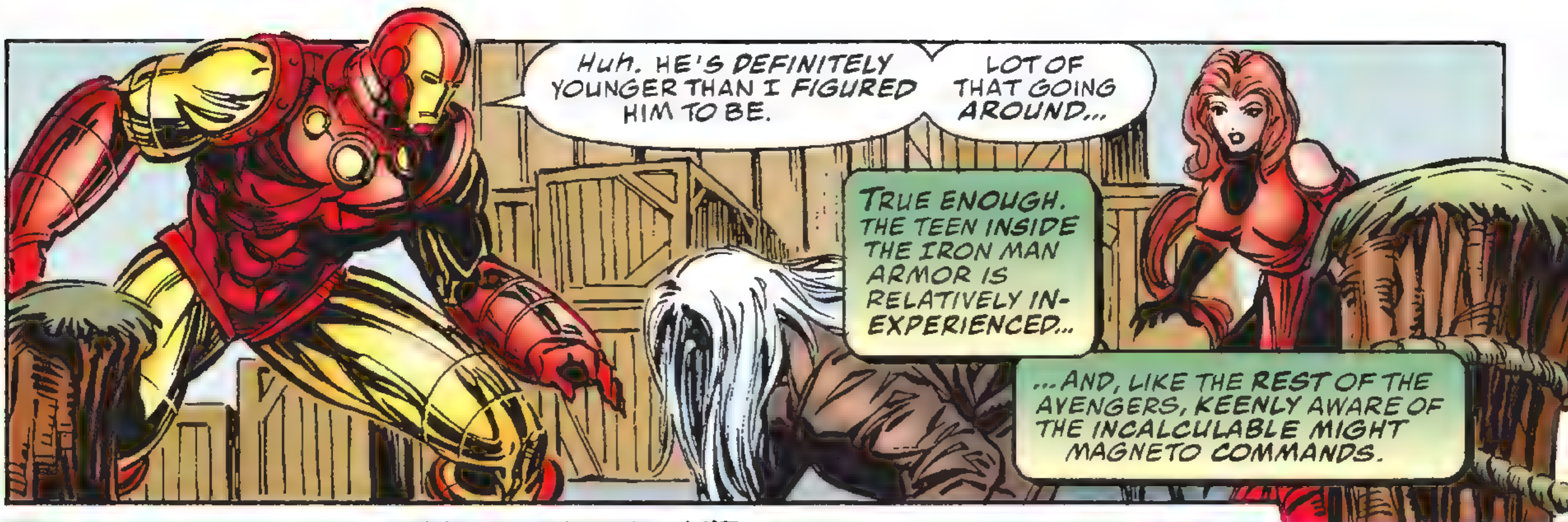
ROGUE?

ODIN'S BLOOD! WHAT MADNESS HAS SEIZED HER?

MY QUESTION EXACTLY...

...THOUGH I T'INK WE GOT A SILVER-HAIRED CLUE!

FOLLOW HER!



MEANWHILE, GAMBIT TRIES TO MAKE SENSE OF THE SENSELESS.

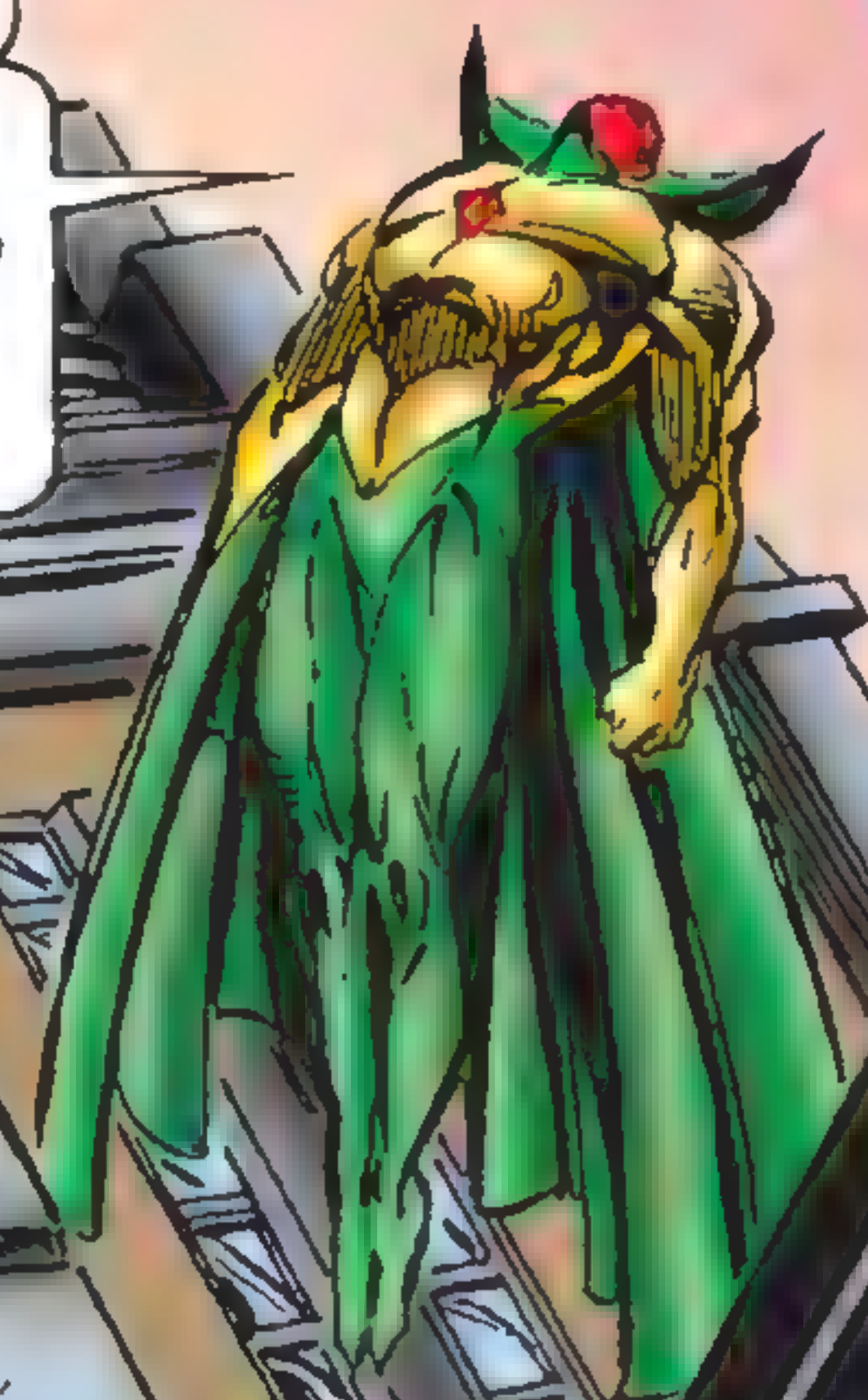
ONCE UPON A TIME, HE TRUSTED ROGUE MORE THAN HE'D EVER TRUSTED ANYONE. AT THIS MOMENT, AND FOR MORE THAN ONE REASON...

...HE CAN'T IMAGINE WHY THAT WAS.

I'M WARNIN' Y'ALL! HE COULD EXPLODE! Y' DON'T UNDERSTAND TH' DAMAGE Y'ALL COULD BE DOIN' JUST BY BEIN' HERE!

IT'S DAMAGE WE'VE COME TO CONTAIN.

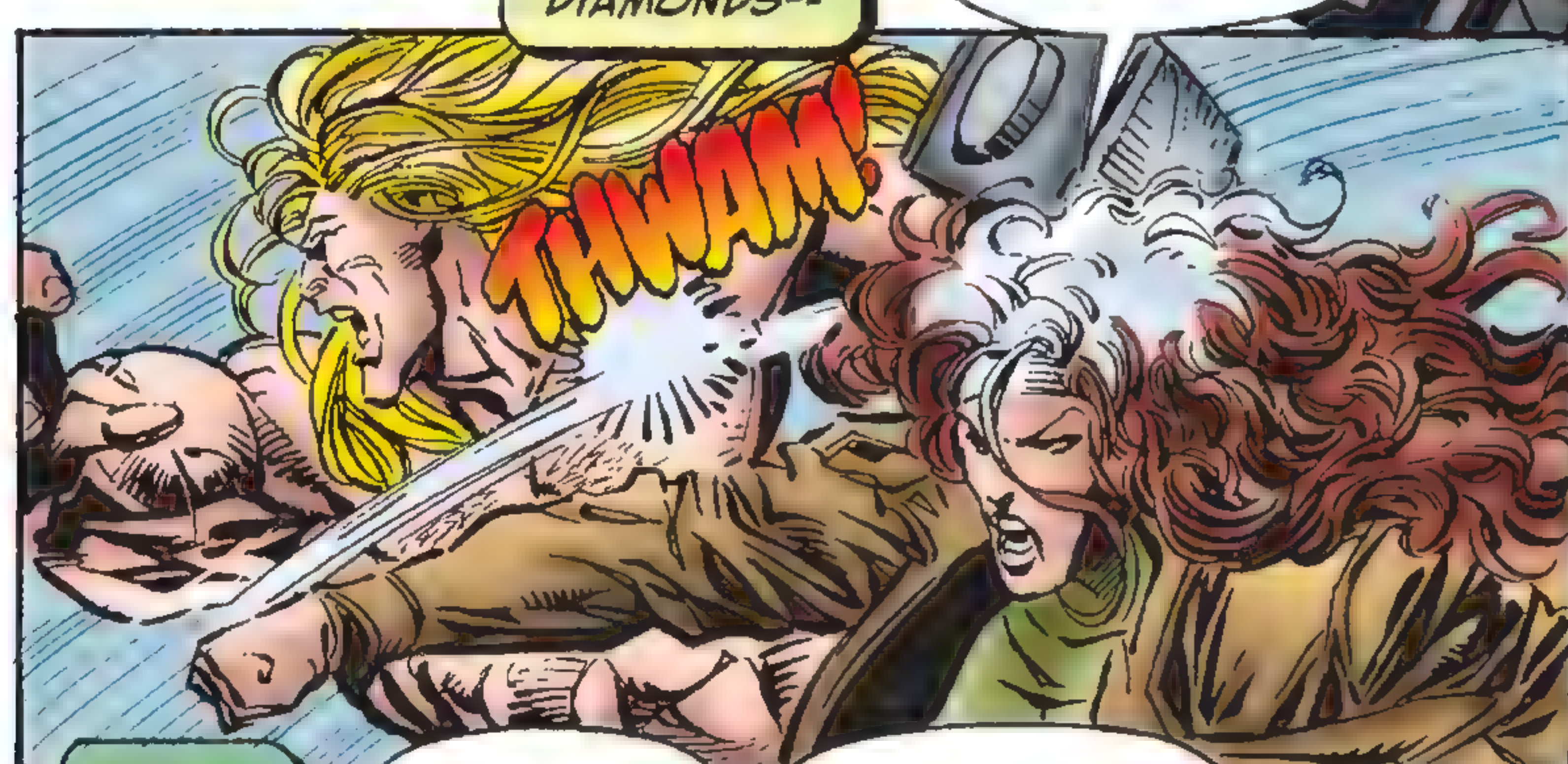
I WONDER... HOW MANY OTHER MINDS IS MAGNETO CONTROLLING, ROGUE? YOURS, PERHAPS?



PUZZLED BY THE QUESTION, SHE ALLOWS THOR TO MOVE PERILOUSLY CLOSE--

--BUT WITH A BLOW THAT COULD SHATTER DIAMONDS--

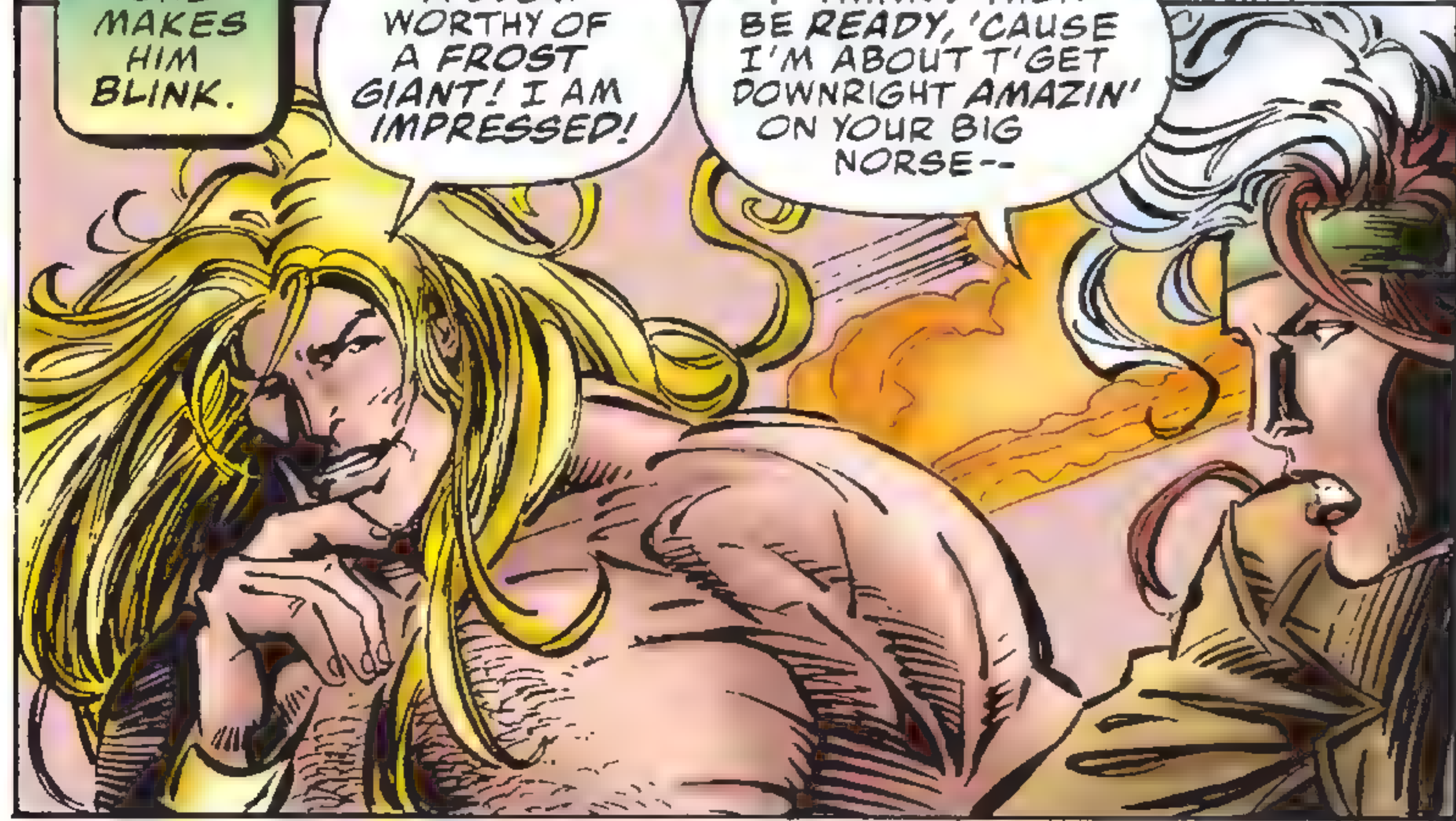
WHAT ARE Y'ALL TALKIN' ABOUT? HE AIN'T CONTROLLIN' ANYTHING!

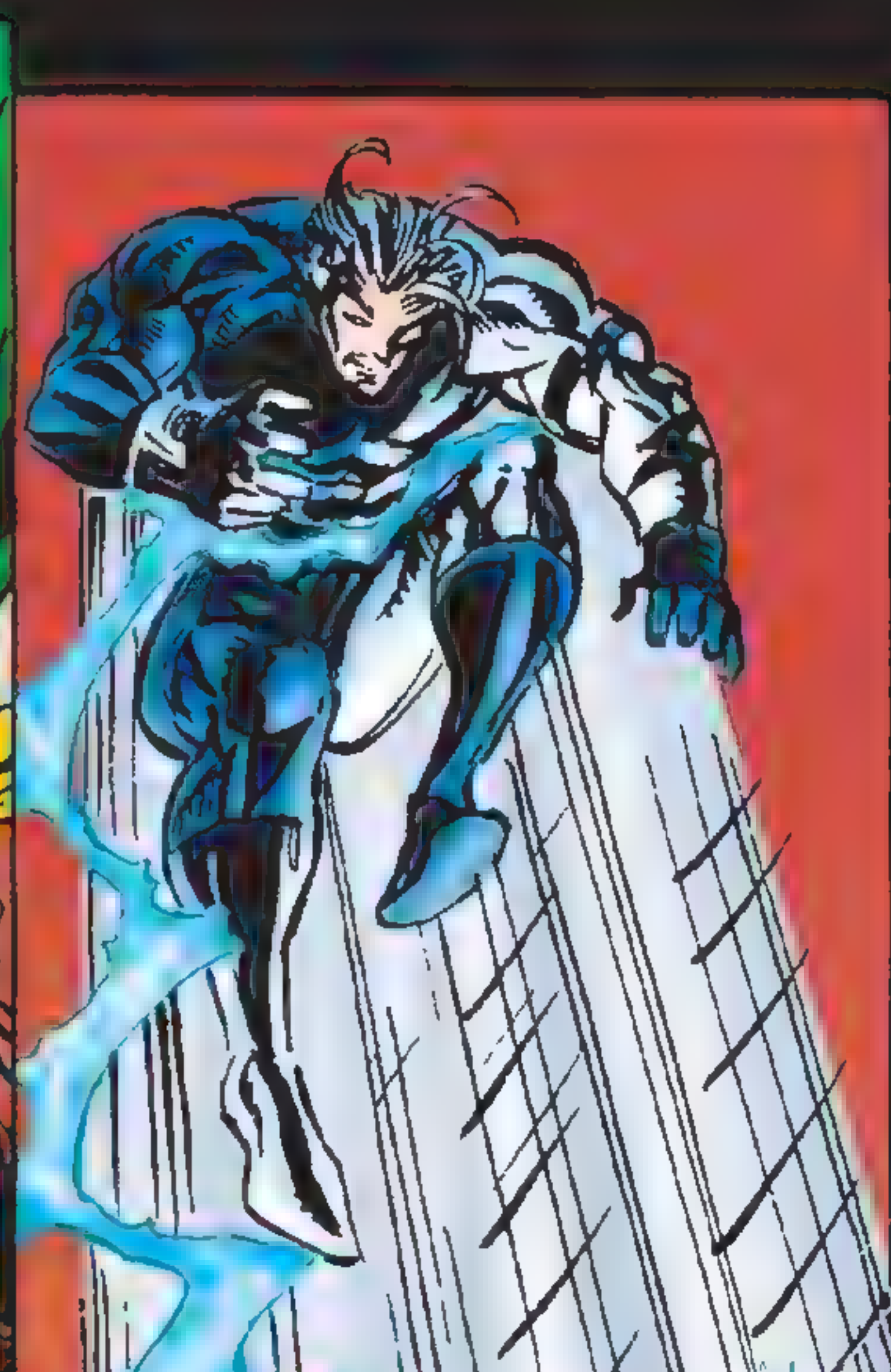


--SHE MAKES HIM BLINK.

A BLOW WORTHY OF A FROST GIANT! I AM IMPRESSED!

Y'THINK? THEN BE READY, 'CAUSE I'M ABOUT T'GET DOWNRIGHT AMAZIN' ON YOUR BIG NORSE--





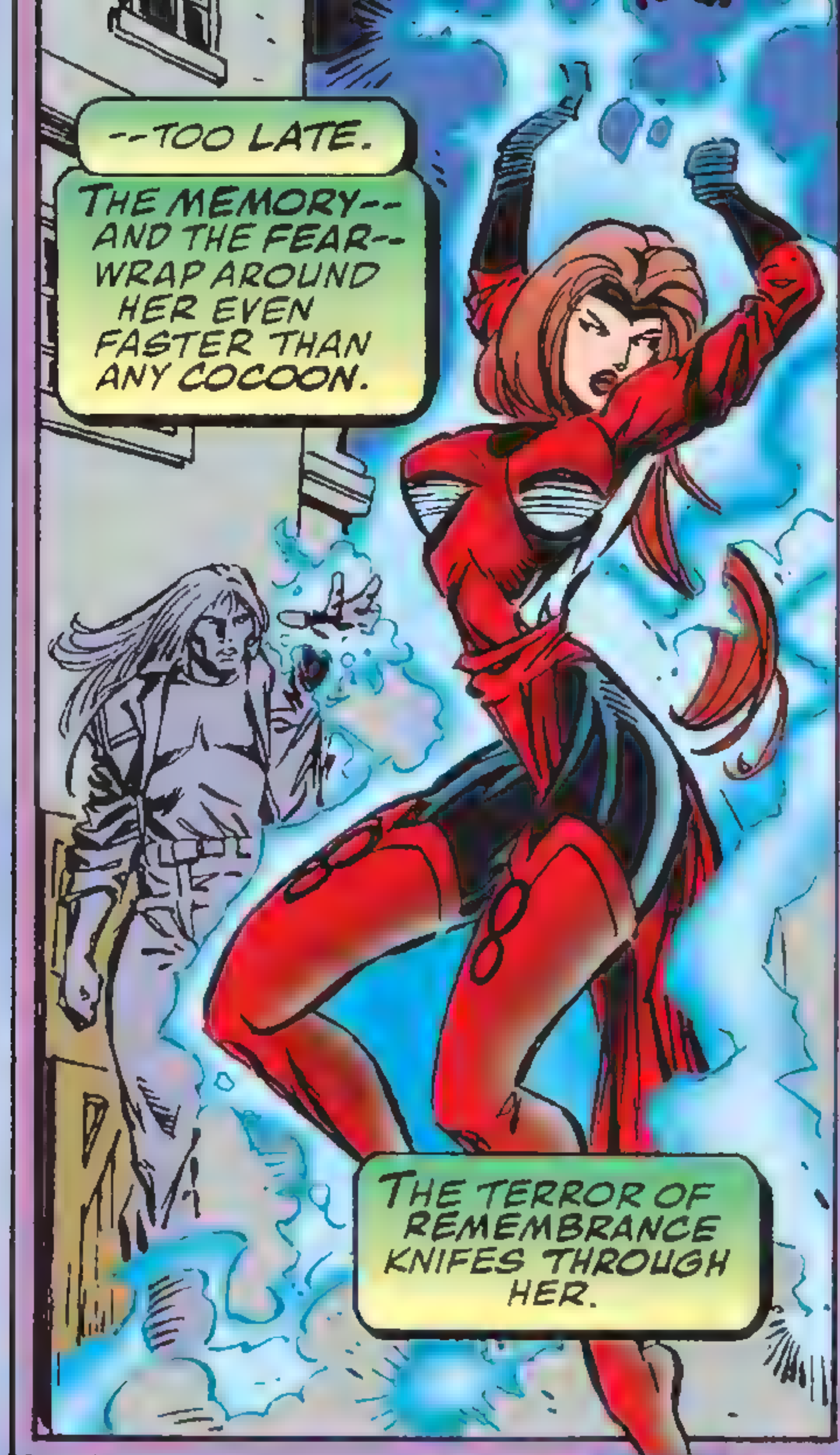
TOO MUCH.

ALL AT ONCE.

WITH ONE HAND, HE REPELS THE IRON IN QUICKSILVER'S BLOOD, FLINGING HIM MILES.

WITH THE OTHER, HE CREATES A FIELD AROUND CAPTAIN AMERICA'S SHIELD, TURNING IT INTO AN INVULNERABLE BLUDGEON.

AND WITH BOTH HANDS, THE SCARLET WITCH CONJURES A HEX AND ACTS--



--TOO LATE.

THE MEMORY--
AND THE FEAR--
WRAP AROUND
HER EVEN
FASTER THAN
ANY COCOON.

THE TERROR OF
REMEMBRANCE
KNIFES THROUGH
HER.



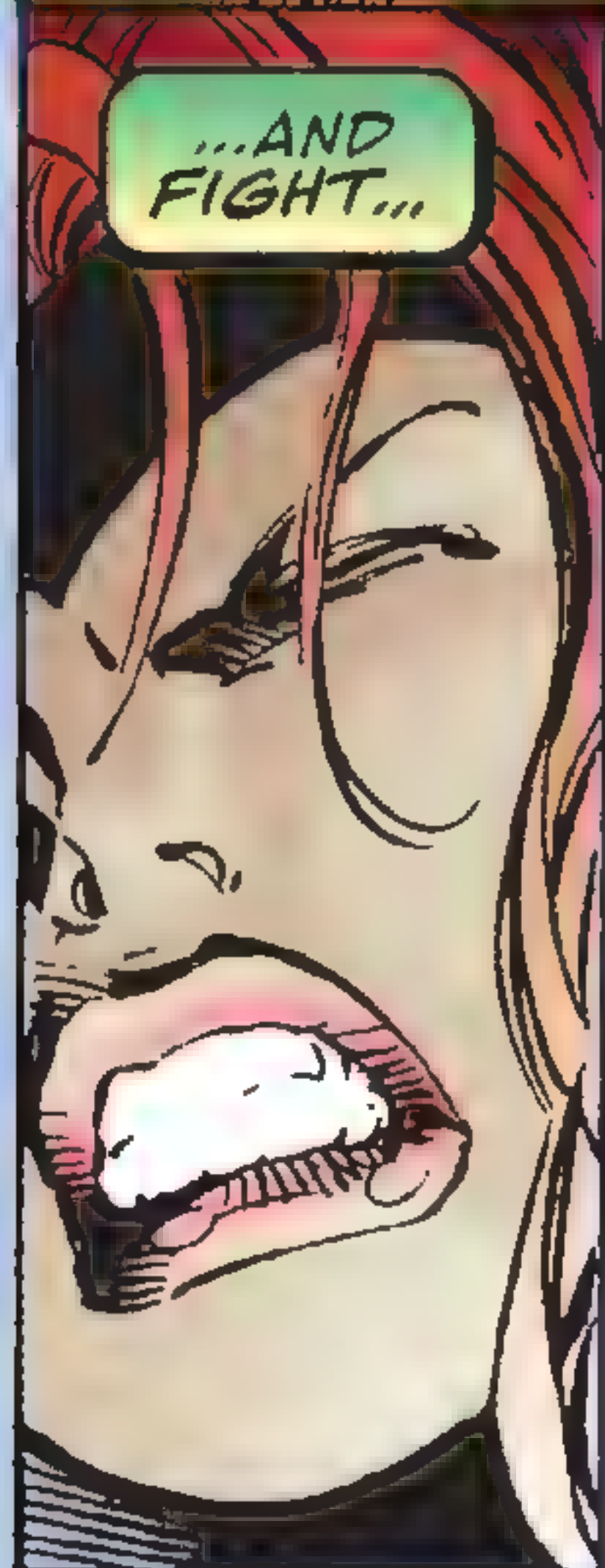
SHE HAS SUFFERED
ABUSE AT HIS
HANDS SO MANY--

No.

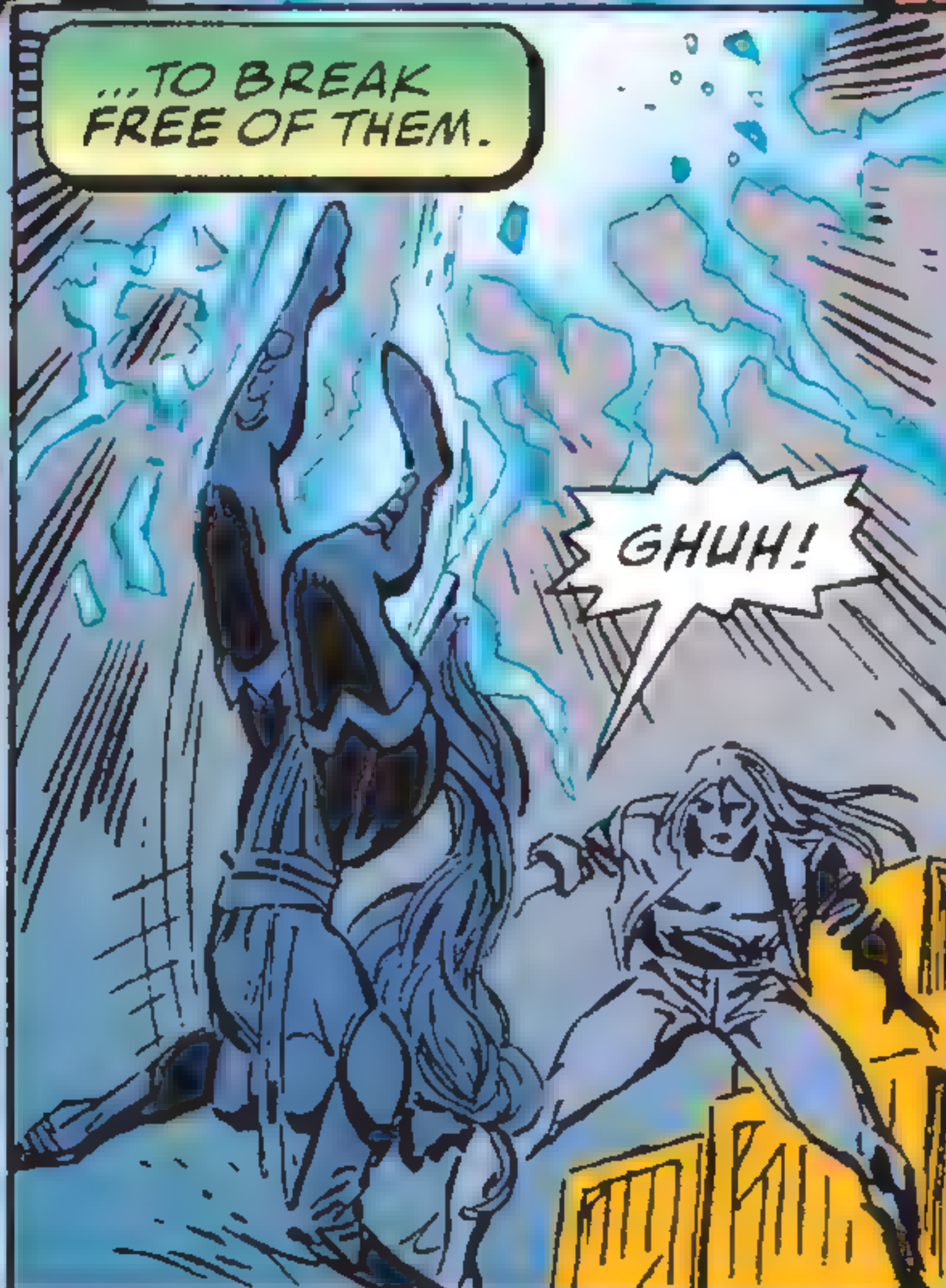
NOT
HER.

ANOTHER WANDA.
ONE YOUNGER...
FRAGILE AND
VULNERABLE.

ONE WHO HAD NOT
YET FOUND THE
STRENGTH TO
FACE HER FEARS...



...AND
FIGHT...



...TO BREAK
FREE OF THEM.

GHUH!



I... I'M SORRY. I
DIDN'T MEAN TO...

ARE YOU
ALL RIGHT?

YOUR VOICE...
YOUR MANNER...

...YOU'RE...
NOT HIM...

...SO LIKE I WAS SAYIN',
HE AIN'T TH' MAGNETO
Y'ALL KNOW... AND I'M
TRYIN' T' KEEP HIM THAT
WAY! Y'SEE?

DESPITE WHAT
HE MIGHTA DONE
IN TH' PAST--

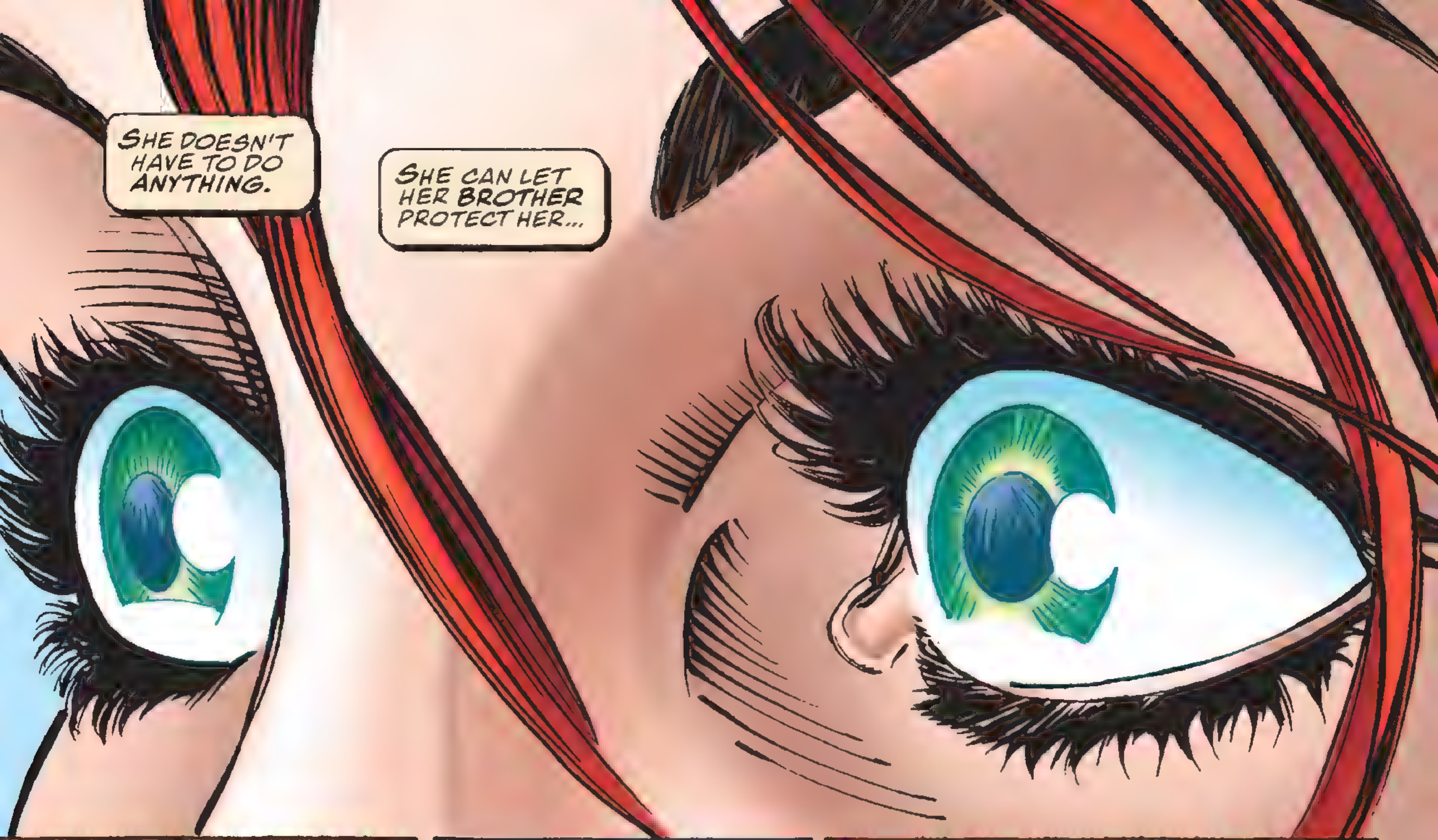
"--HE'S NOT A
MONSTER!"

SHE CAN SEE THAT NOW.

THERE IS A MERCY IN HIS EYES
THAT CUTS THROUGH HER
SUSPICIONS. THIS IS NOT THE
MAGNETO SHE FEARED.

UNFORTUNATELY...

... HER BROTHER
DOESN'T KNOW
THAT.

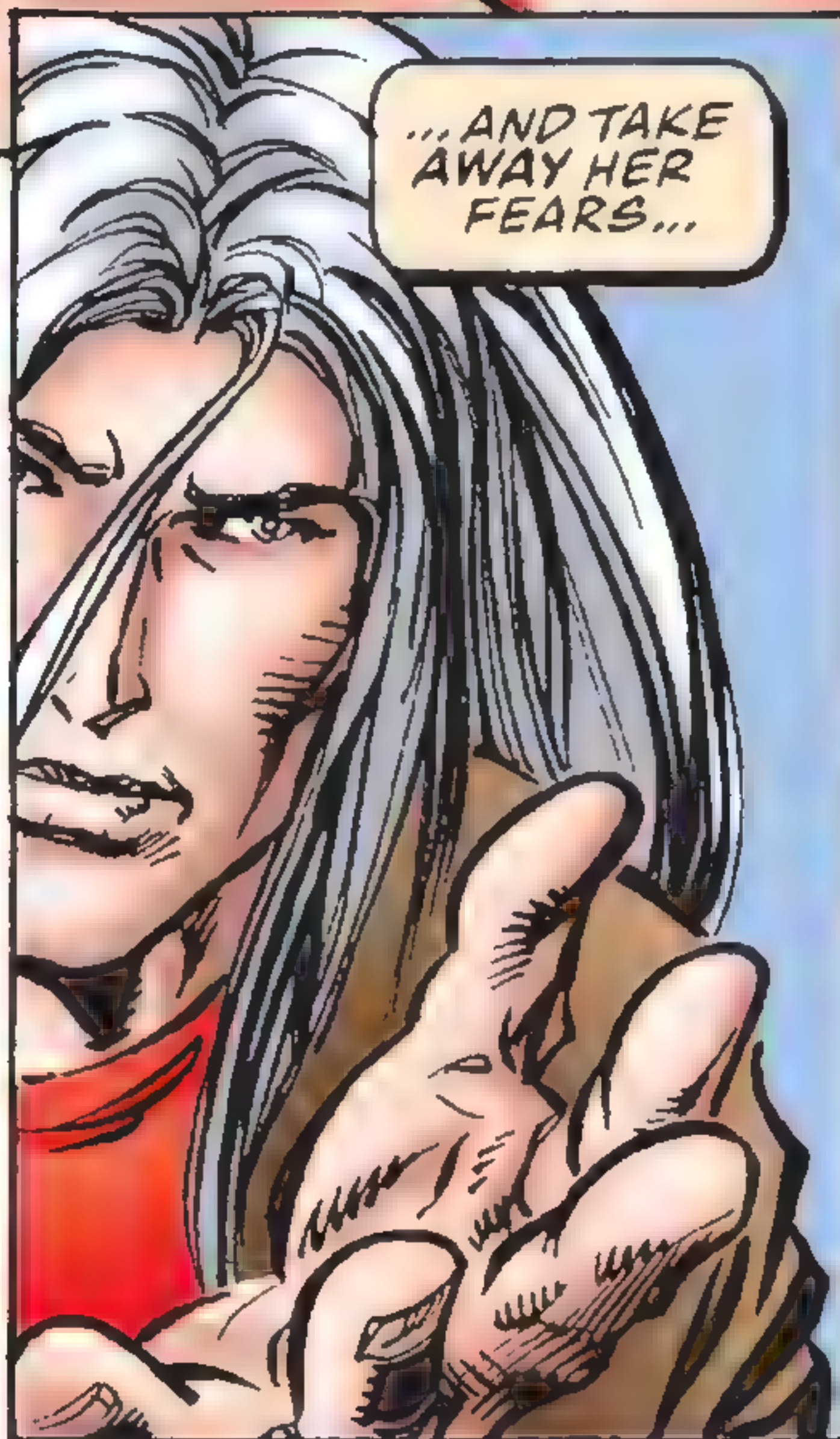


SHE DOESN'T
HAVE TO DO
ANYTHING.

SHE CAN LET
HER BROTHER
PROTECT HER...



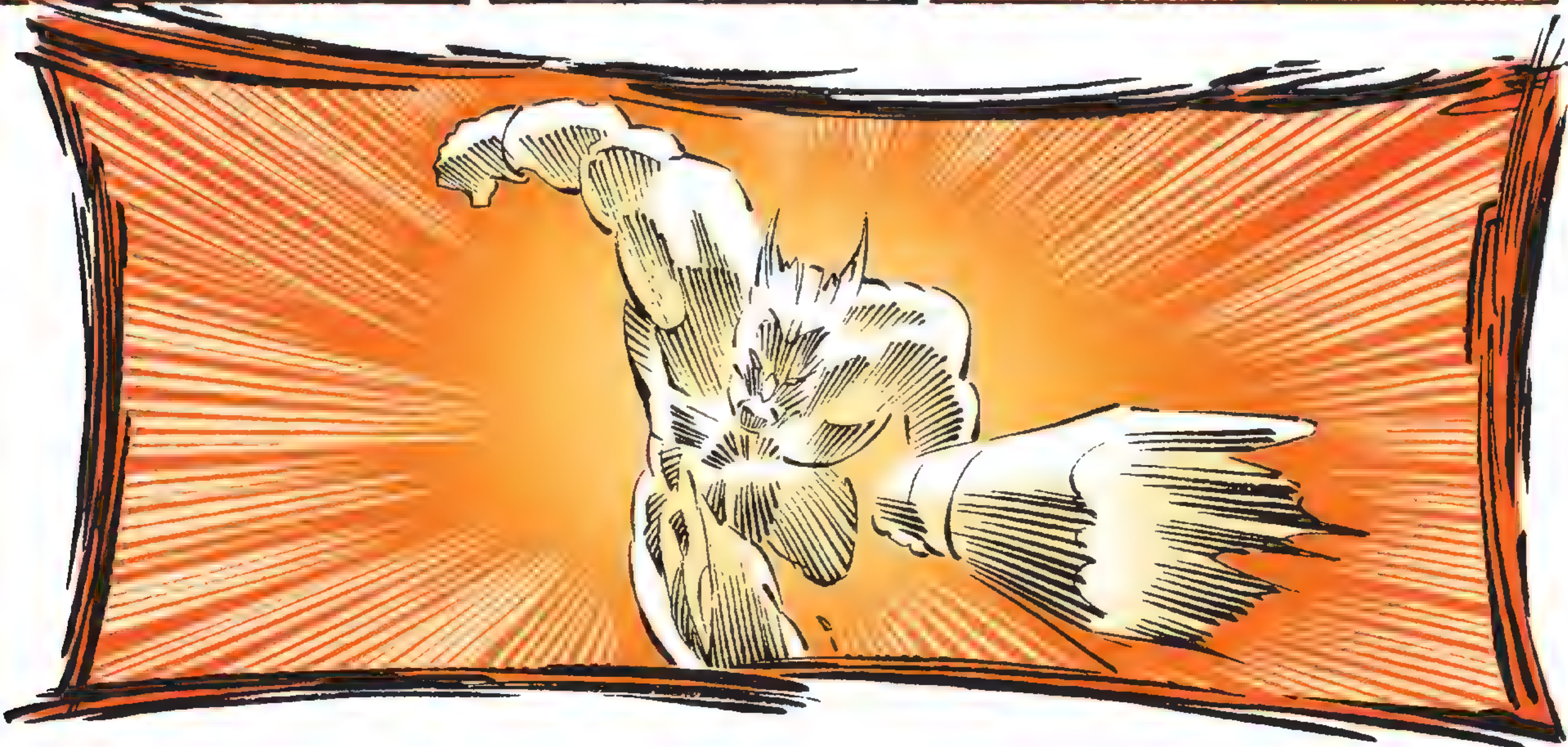
...AS HE
ALWAYS
HAS...



...AND TAKE
AWAY HER
FEARS...



...AS HE
ALWAYS
WILL.







!KOFF!

THE PIER...
SHATTERED?

BUT THAT'S
IMPOSSIBLE!

NO...



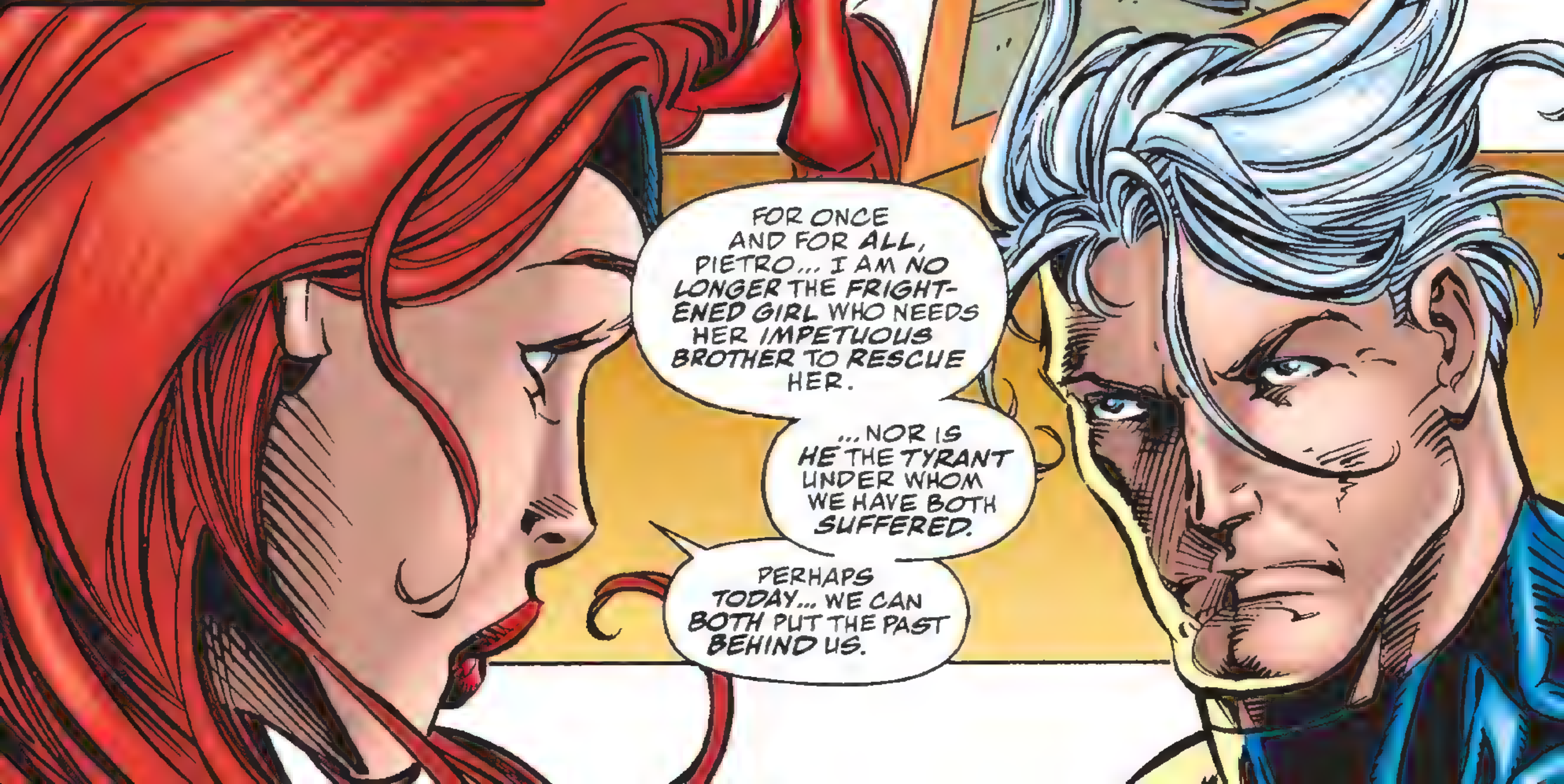
...MERELY
IMPROBABLE.

AND THAT'S
MY
SPECIALTY.

WANDA,
STAY BACK!
I WILL--

NO, PIETRO.
YOU WILL
NOT.

I AM IN
CONTROL
HERE.



FOR ONCE
AND FOR ALL,
PIETRO... I AM NO
LONGER THE FRIGHT-
ENED GIRL WHO NEEDS
HER IMPETUOUS
BROTHER TO RESCUE
HER.

...NOR IS
HE THE TYRANT
UNDER WHOM
WE HAVE BOTH
SUFFERED.

PERHAPS
TODAY... WE CAN
BOTH PUT THE PAST
BEHIND US.



...AND THAT'S THE STORY. THE X-MEN TRIED TO CONTAIN PROFESSOR XAVIER... AND COULD NOT.

AND YOU THOUGHT MAGNETO-- JOSEPH --HAD SOMETHING TO DO WITH IT?

WE THINK HE MAY HAVE HAD EVERYTHING TO DO WITH IT, BUT WE CAN'T BE SURE TO WHAT EXTENT TILL WE GET HIM BACK TO NEW YORK...



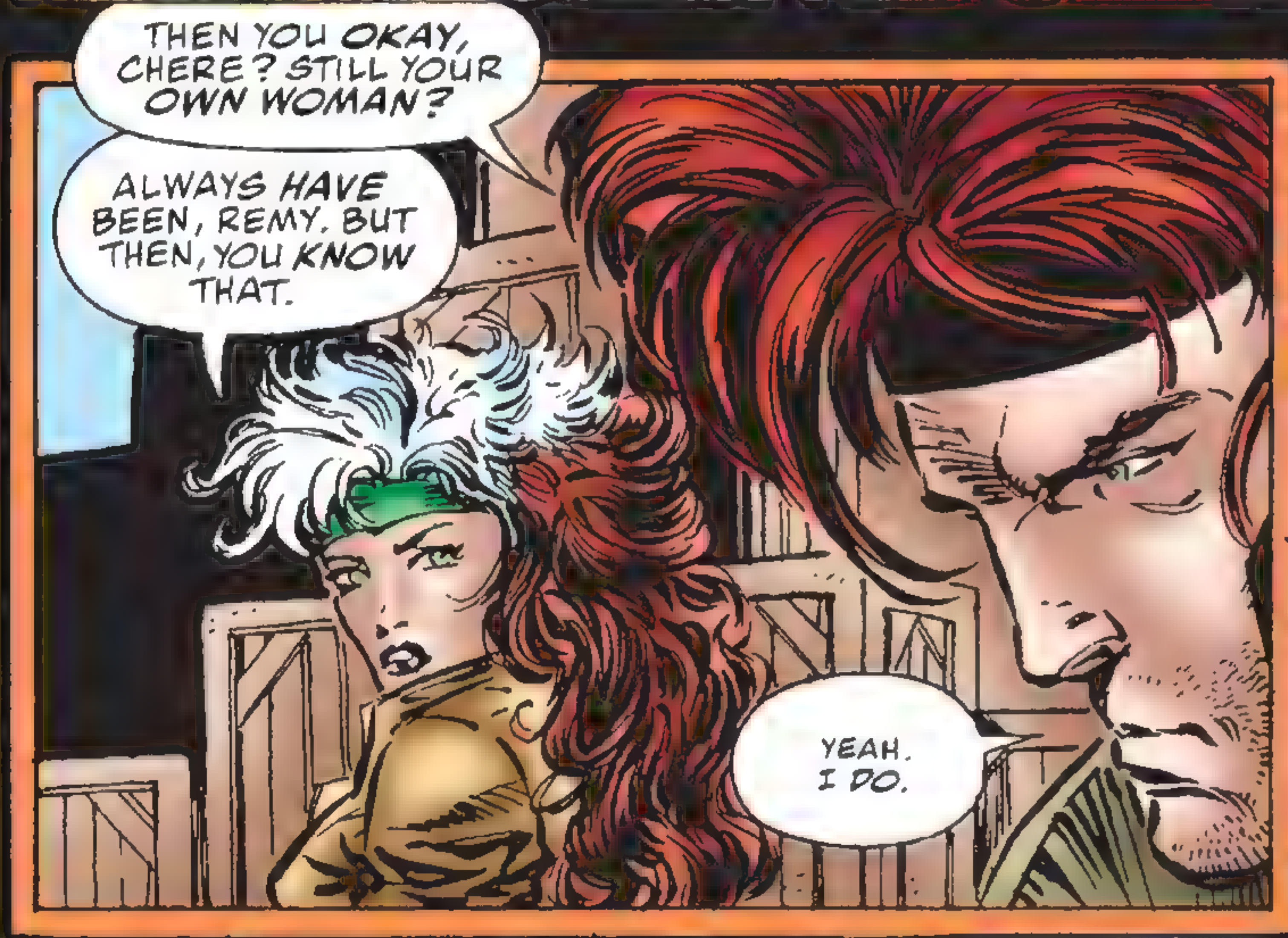
I STILL DON'T COMPREHEND MUCH OF WHAT'S GOING ON...

...BUT IF I CAN BE OF ANY HELP...

...IT DOES SEEM I HAVE SOME RESPONSIBILITY IN ALL THIS.

MY APOLOGIES FOR OVER-REACTING, IRON MAN.

EH. QUICKSILVER. WHADDAYA GONNA DO, huh?



THEN YOU OKAY, CHERE? STILL YOUR OWN WOMAN?

ALWAYS HAVE BEEN, REMY. BUT THEN, YOU KNOW THAT.

YEAH. I DO.



THEN LET US GO. WE HAVE A WORLD TO SAVE...



"...TOGETHER."

FOR MORE ON GIANT-MAN'S TEAM, SEE FANTASTIC FOUR #415--

--THEN FOLLOW THE ASSEMBLED AVENGERS INTO THE PAGES OF X-MEN #55!

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UNLAUNCH
PHASE 1



AUG '96



415

See THE FABULOUS
FANTASTIC FOUR
FACE THE
UNSTOPPABLE
MENACE OF
OUTSLAUGHT!

**AN
ENEMY AMONG
US!**

ART BY
STEVE LEE
PRESENTATION

WRITTEN BY
TOM
DEFalco

PENCILED BY
CARLOS
PACHECO

INKED BY
BOB
WELCH

LETTERING BY
ARVID STERNBERG
& COLLECT

COLORS BY
ARVID
LEINOWEN

EDITED BY
SUTARNE
GATTIEN

OVERSEEN BY
BOB
MARZAGO

4 SUDDEN BURSTS OF LAUGHTER MINGLE WITH GASPS OF AMAZEMENT IN THIS TINY BAVARIAN VILLAGE, AS THE SCENTS OF FRESHLY MADE PRETZELS AND ROASTING SAUSAGES WRESTLE IN THE AIR.

ENJOYING THE CIRCUS, FRANKLIN?

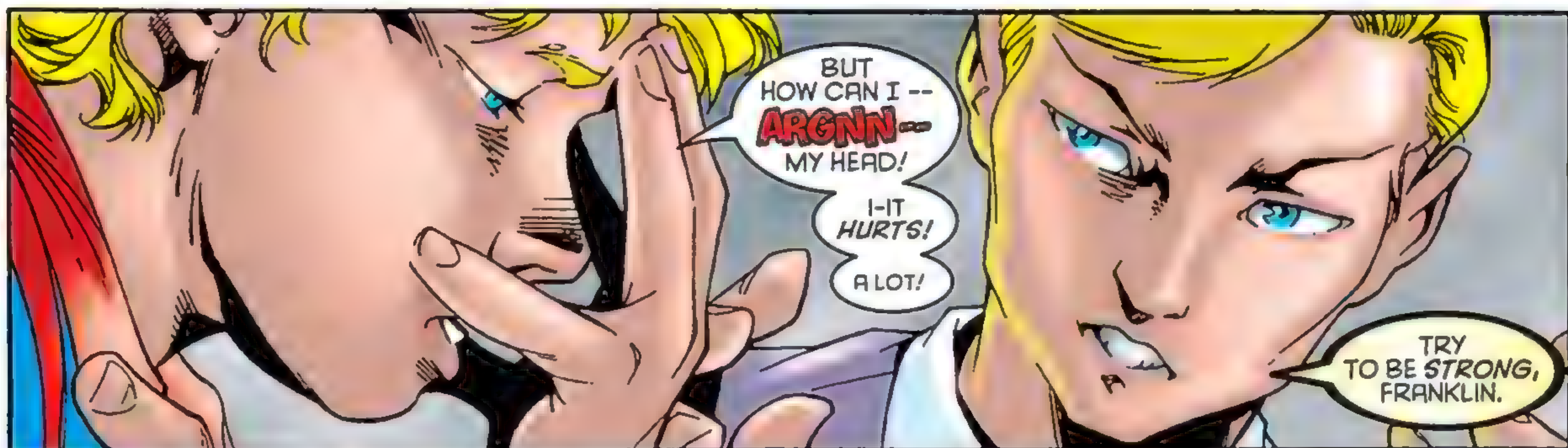
THIS PLACE IS SOOO VERY COOOOL!

WHERE ARE WE, CHARLIE? HOW'D WE GET HERE?!

YOU DID IT, FRANKLIN! YOU BROUGHT US HERE.

YOU SAW THESE IMAGES WITHIN MY MIND... AND MADE THEM REAL.



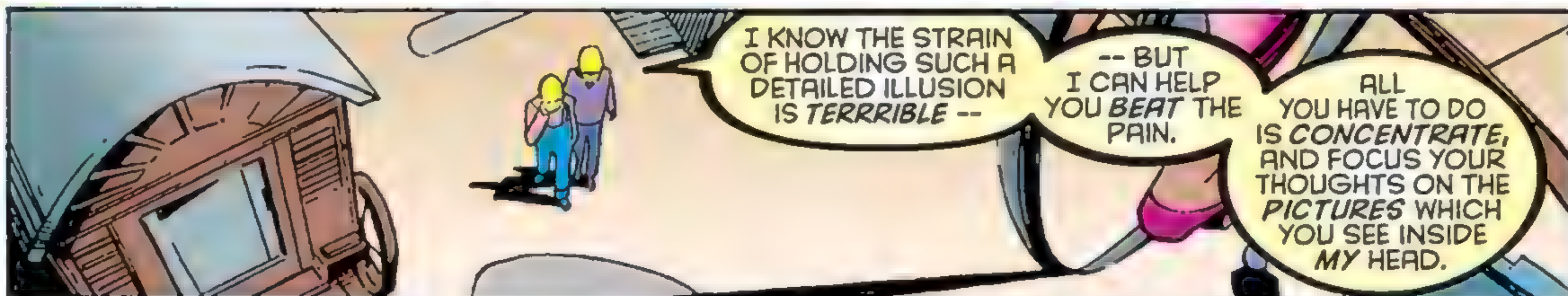


BUT
HOW CAN I --
ARGNN--
MY HEAD!

I-IT
HURTS!

A LOT!

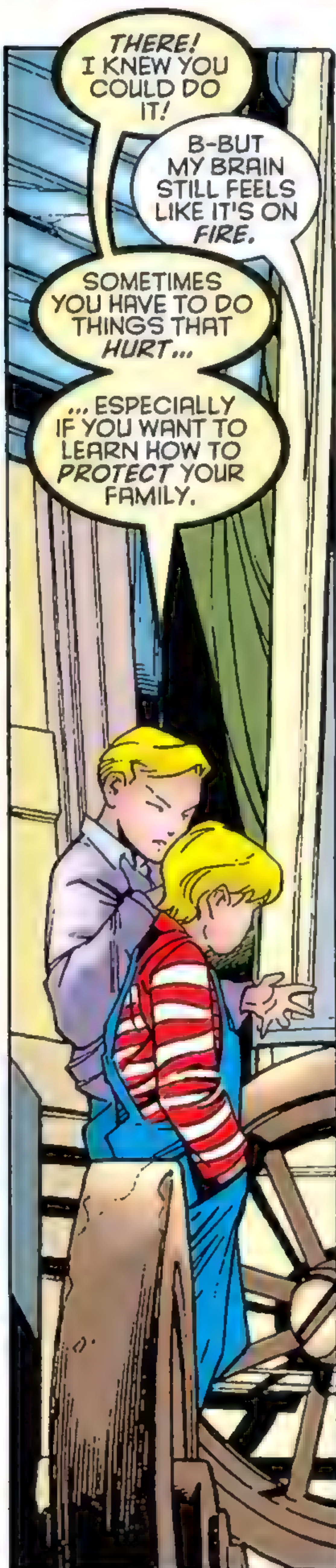
TRY
TO BE STRONG,
FRANKLIN.



I KNOW THE STRAIN
OF HOLDING SUCH A
DETAILED ILLUSION
IS TERRIBLE --

-- BUT
I CAN HELP
YOU BEAT THE
PAIN.

ALL
YOU HAVE TO DO
IS CONCENTRATE,
AND FOCUS YOUR
THOUGHTS ON THE
PICTURES WHICH
YOU SEE INSIDE
MY HEAD.



THERE!
I KNEW YOU
COULD DO
IT!

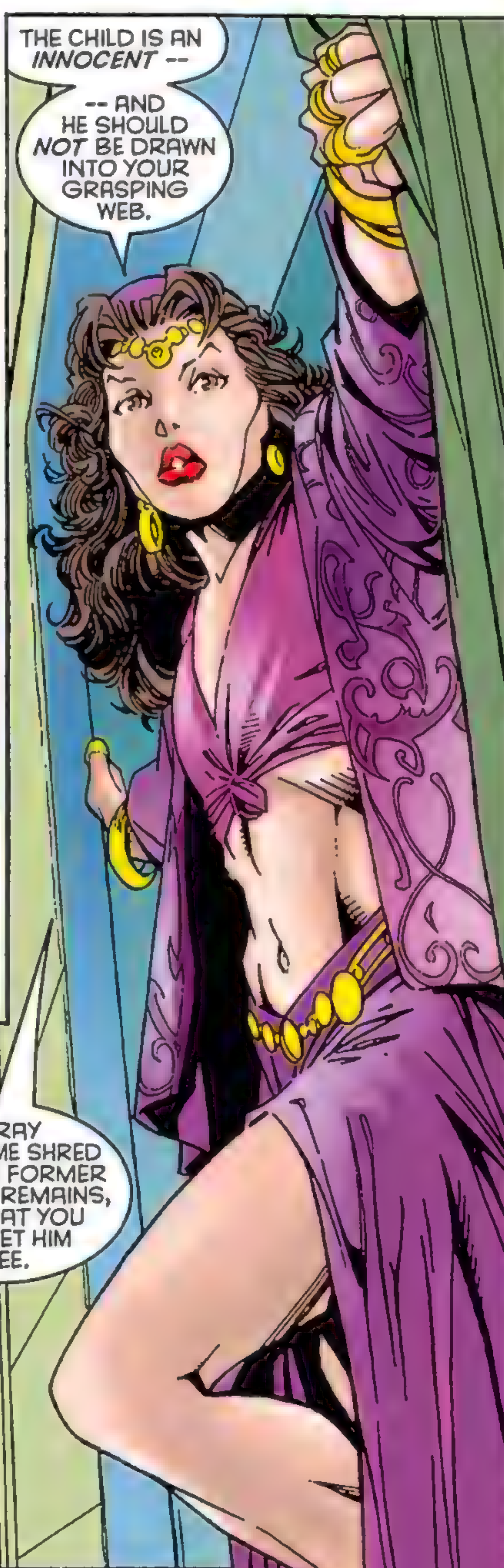
B-BUT
MY BRAIN
STILL FEELS
LIKE IT'S ON
FIRE.

SOMETIMES
YOU HAVE TO DO
THINGS THAT
HURT...

... ESPECIALLY
IF YOU WANT TO
LEARN HOW TO
PROTECT YOUR
FAMILY.



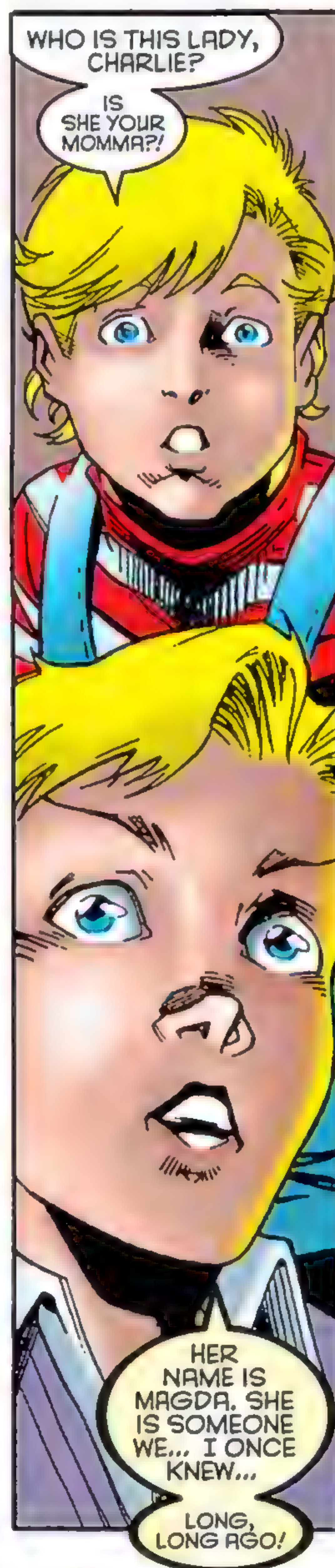
THIS
ISN'T RIGHT,
CHARLES! NOR
IS IT LIKE YOU...
BUT IT IS LIKE
THE OTHER
ONE.



THE CHILD IS AN
INNOCENT --

-- AND
HE SHOULD
NOT BE DRAWN
INTO YOUR
GRASPING
WEB.

I PRAY
THAT SOME SHRED
OF YOUR FORMER
DECENCY REMAINS,
AND THAT YOU
WILL SET HIM
FREE.

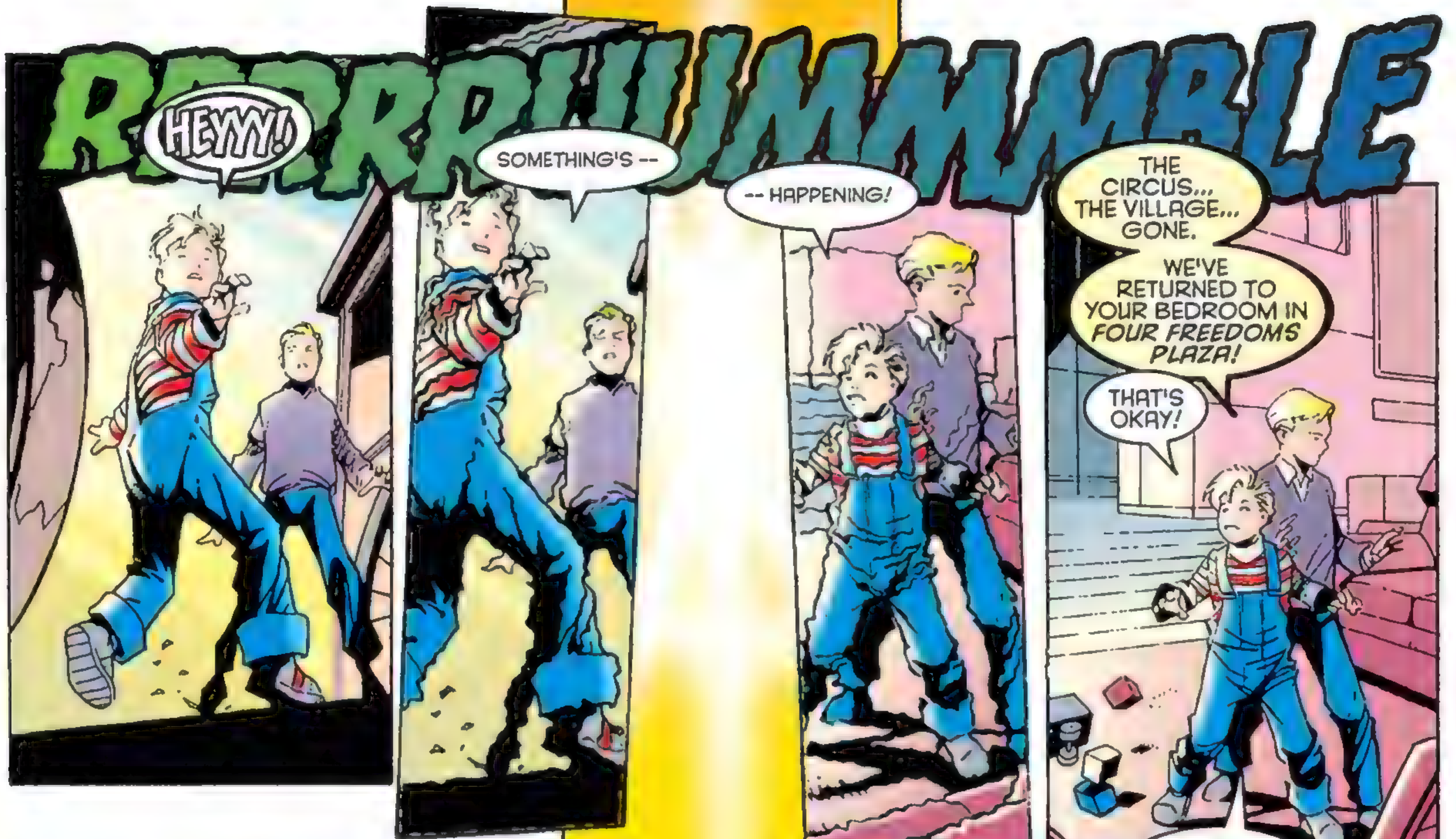


WHO IS THIS LADY,
CHARLIE?

IS
SHE YOUR
MOMMA?!

HER
NAME IS
MAGDA. SHE
IS SOMEONE
WE... I ONCE
KNEW...

LONG,
LONG AGO!



HEY!!

SOMETHING'S --

-- HAPPENING!

THE CIRCUS... THE VILLAGE... GONE.

WE'VE RETURNED TO YOUR BEDROOM IN FOUR FREEDOMS PLAZA!

THAT'S OKAY!

I RECOGNIZE THAT SOUND!



IT'S MY PARENTS' SHIP!

THEY'RE BACK! THEY'RE HOME!

C'MON! I WANNA SEE 'EM!

NO... YOU GO AHEAD.

I'LL MEET UP WITH YOU SOON.

BUT REMEMBER -- YOU CANNOT TELL ANYONE WHERE WE'VE BEEN OR WHAT WE'VE DONE.

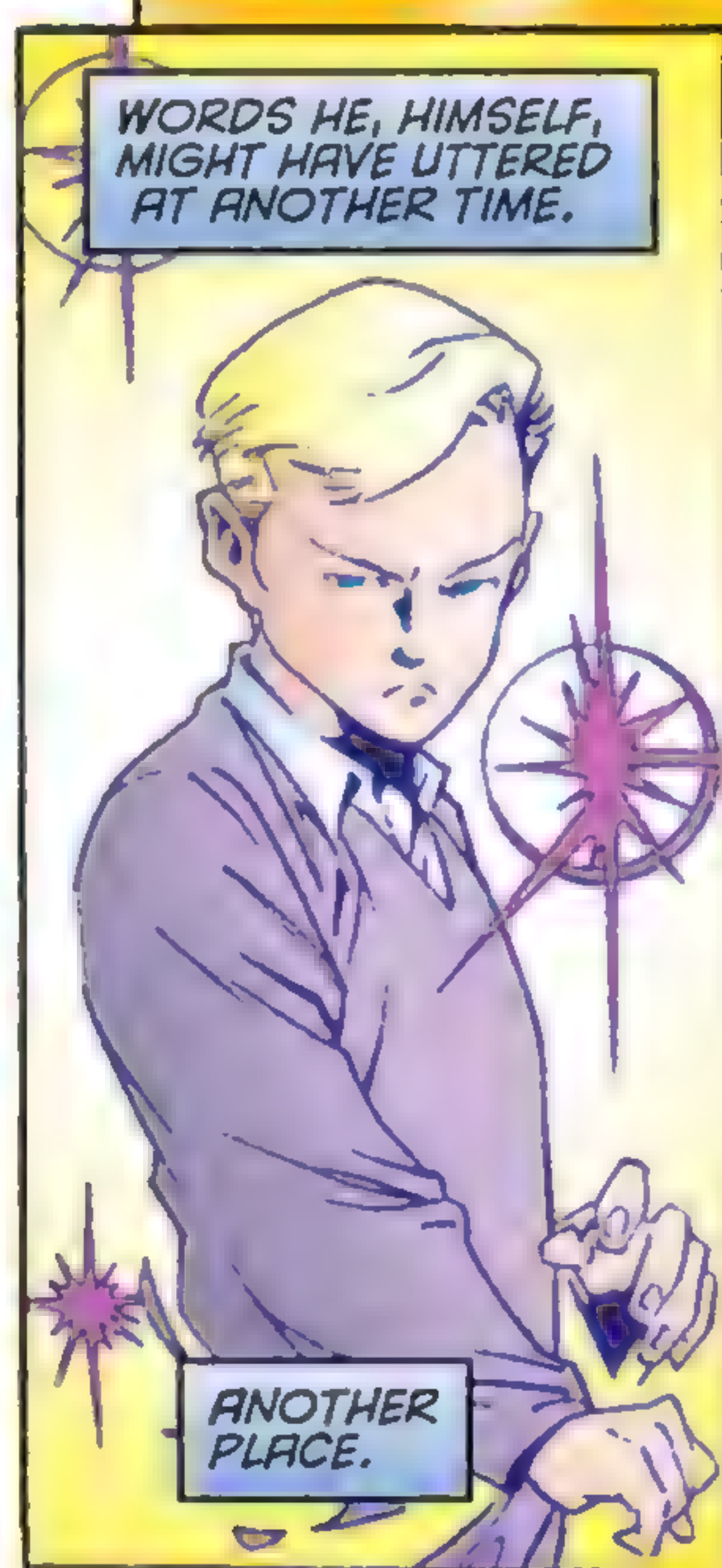
NOT EVEN YOUR PARENTS.



YOU -- AND THEY -- WOULD BE IN GREAT DANGER IF CERTAIN PEOPLE KNEW ABOUT OUR SPECIAL POWERS.

DON'T WORRY, CHARLIE! YOU CAN TRUST ME!

FOR THE MEREST INSTANT, A COLD UNEASINESS FILLS THE ONE CALLED CHARLES AS HE RECALLS MAGDA'S WORDS.



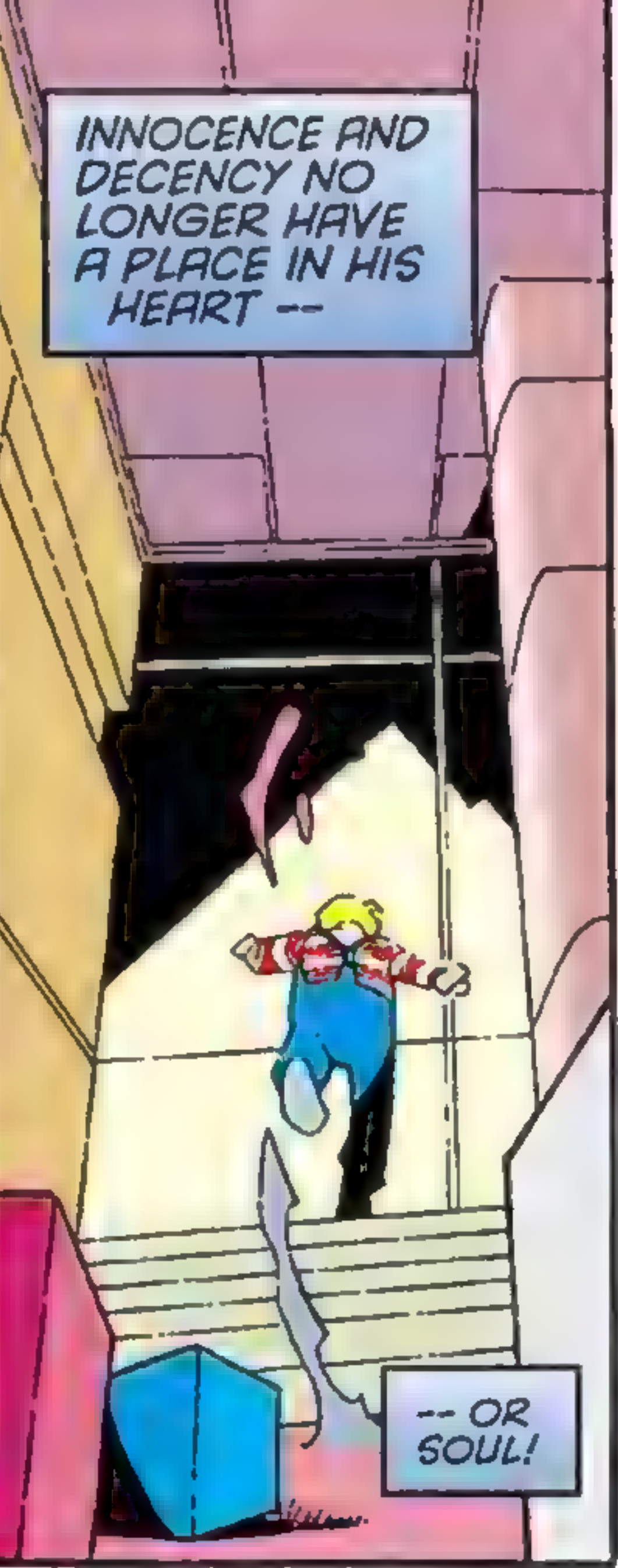
WORDS HE, HIMSELF, MIGHT HAVE UTTERED AT ANOTHER TIME.

ANOTHER PLACE.



BUT THE TIME IS NOW!

AND HIS COURSE IS SET!



INNOCENCE AND DECENCY NO LONGER HAVE A PLACE IN HIS HEART --

-- OR SOUL!

MOMENTS LATER, IN
THE FANTASTIC
FOUR'S SPACE/TIME LAB...

THE
SHUTTLE'S
FINALLY LOCKED
BACK INTO PLACE,
STRETCH!

THIS
CRATE MAY
BE FINE FOR
CRUISIN' THROUGH
SUB-SPACE, BUT
IT SURE MAKES
A HECKUVA
RACKET!

I CAN
ALWAYS DESIGN A
MORE EFFICIENT NOISE-
DAMPENING SYSTEM,
BEN --

-- BUT
THAT WILL HAVE
TO WAIT UNTIL I
GIVE A BIG HUG TO
MY FAVORITEST LITTLE
MAN IN THE WHOLE
UNIVERSE!

HEY,
DAD! YOU
MISS ME?

ALWAYS!

THOUGH HE HAS CROSSED GALAXIES
AND VIEWED WONDERS FAR BEYOND
THE KEN OF MOST MORTAL MEN, REED
RICHARDS KNOWS NO GREATER THRILL
THAN THE LOVING EMBRACE OF HIS
YOUNG SON...

I'M STARVIN', LANG! I HOPE YA'VE
BEEN TA A FOOD STORE WHILE THE
REST'A US WERE OUT
JOYRIDIN'!

I
CALLED YOUR
FAVORITE PIZZA
PARLOR AS SOON
AS I HEARD THE
SHUTTLE.

YA
ORDERED
A SUPER
DELUXE?!

WITH
EXTRA
PEPPERONI AND
ANCHOVIES!

--AH--
I TRUST YOU
HAVE NO
PROBLEMS TO
REPORT?

NONE
AT ALL.

FRANKLIN,
DID YOU DO
ANYTHING SPECIAL
WHILE MOMMY AND
DADDY WERE
AWAY?

Uh...

... NOPE.

NOT
REALLY.

JOHNNY --?

HER NAME
IS LYJA.

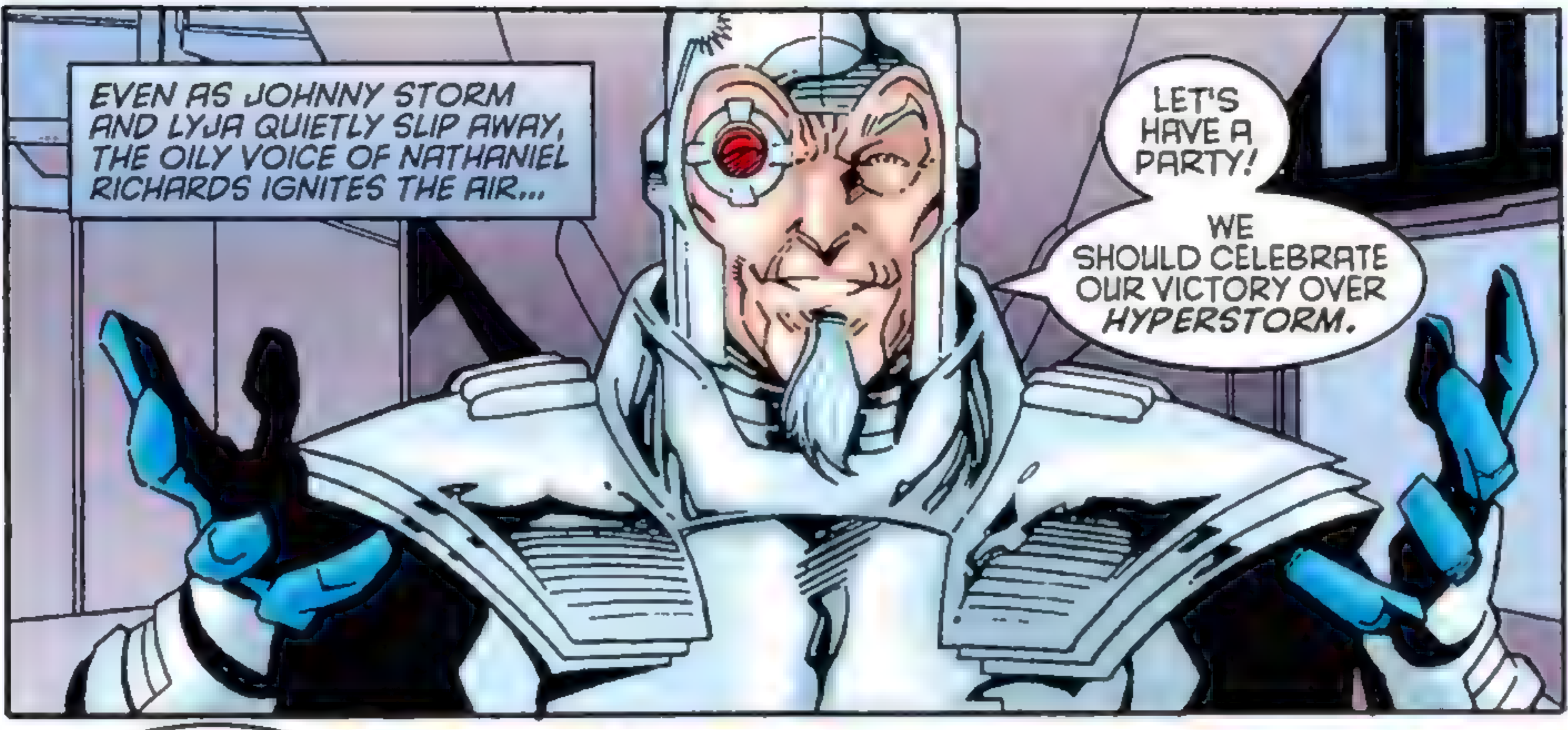
SHE'S A
SKRULL --

-- AN ALIEN
SHAPE-
SHIFTER
WHO WAS
ONCE
MARRIED
TO THE
HUMAN
TORCH.

YOU
AND I
SHOULD
TALK.

IN
PRIVATE.

YEAH!
YOU GOT
THAT RIGHT!



EVEN AS JOHNNY STORM AND LYJA QUIETLY SLIP AWAY, THE OILY VOICE OF NATHANIEL RICHARDS IGNITES THE AIR...

LET'S HAVE A PARTY!
WE SHOULD CELEBRATE OUR VICTORY OVER HYPERSTORM.



OUR VICTORY---?!

YOU NEVER WOULD HAVE BEATEN HIM WITHOUT THE INFORMATION WHICH I SO GRACIOUSLY SUPPLIED.



WHY YA MISERABLE TWO-FACED ---!

PUT HIM DOWN, BEN.

EXCUSE ME, Dr. RICHARDS...



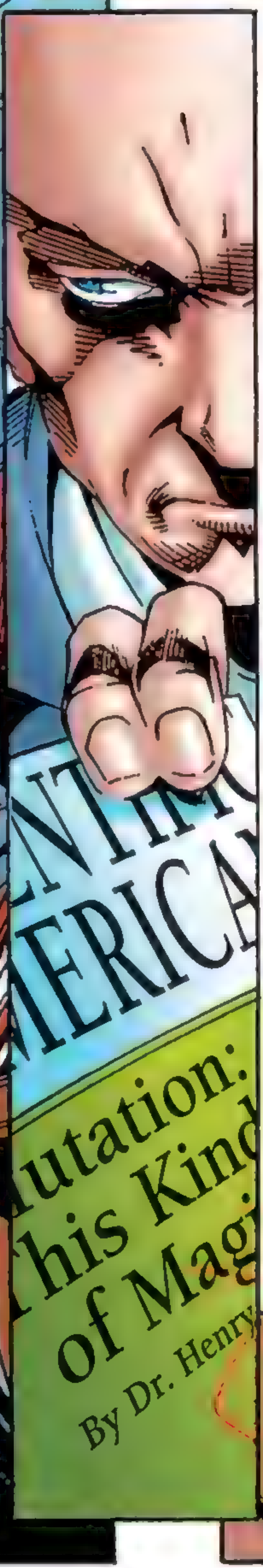
YOU HAVE A VISITOR IN THE RECEPTION AREA.

PROFESSOR CHARLES XAVIER.

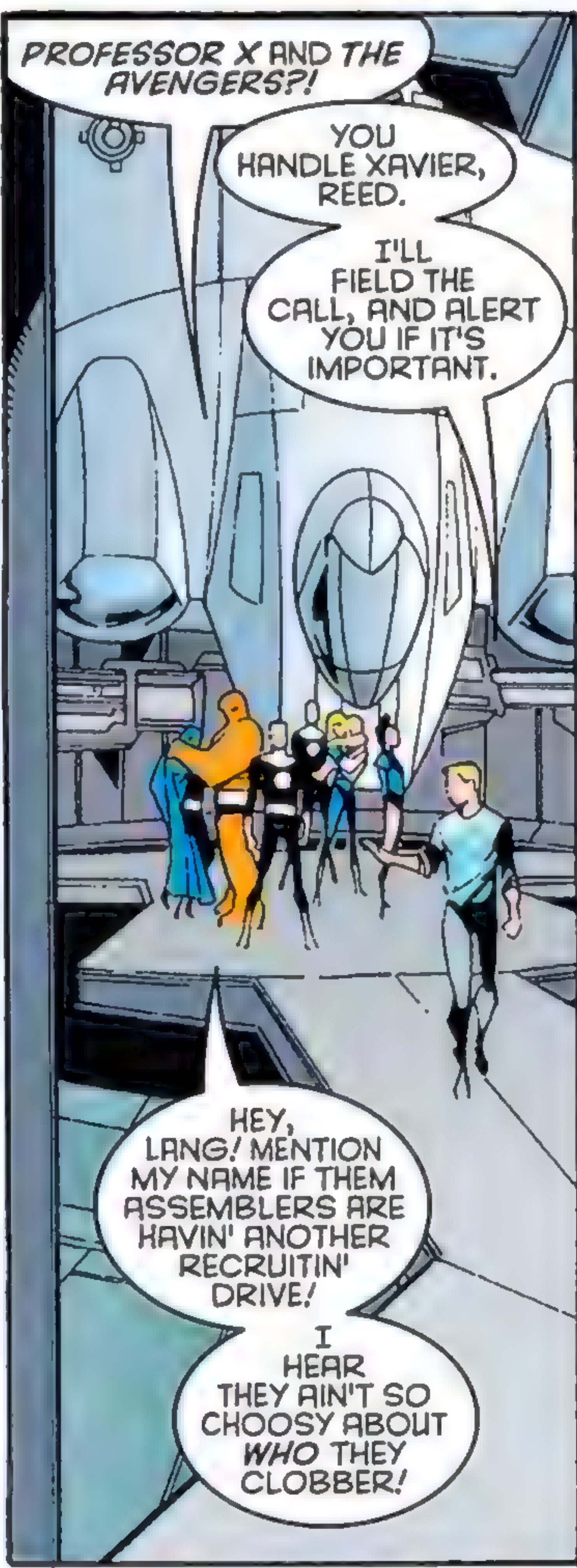
AND I AM ALSO ROUTING A PRIORITY TRANSMISSION TO THE COMMUNICATION CENTER...

...FROM THE AVENGERS.

WHAT IS IT, ROBERTA?



SCIENCE AMERICAN
Mutation: This Kind of Magic
By Dr. Henry...



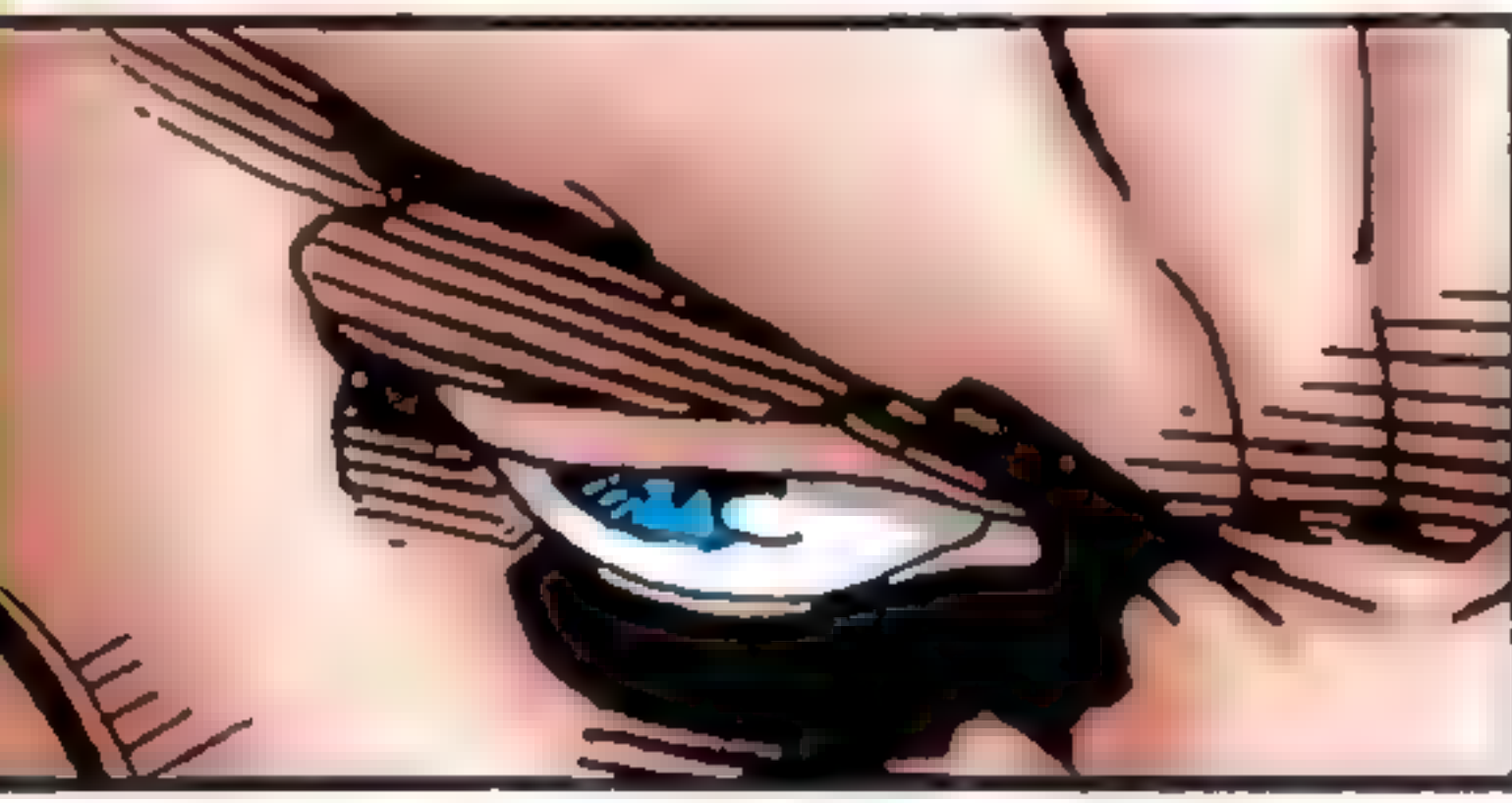
PROFESSOR X AND THE AVENGERS?!

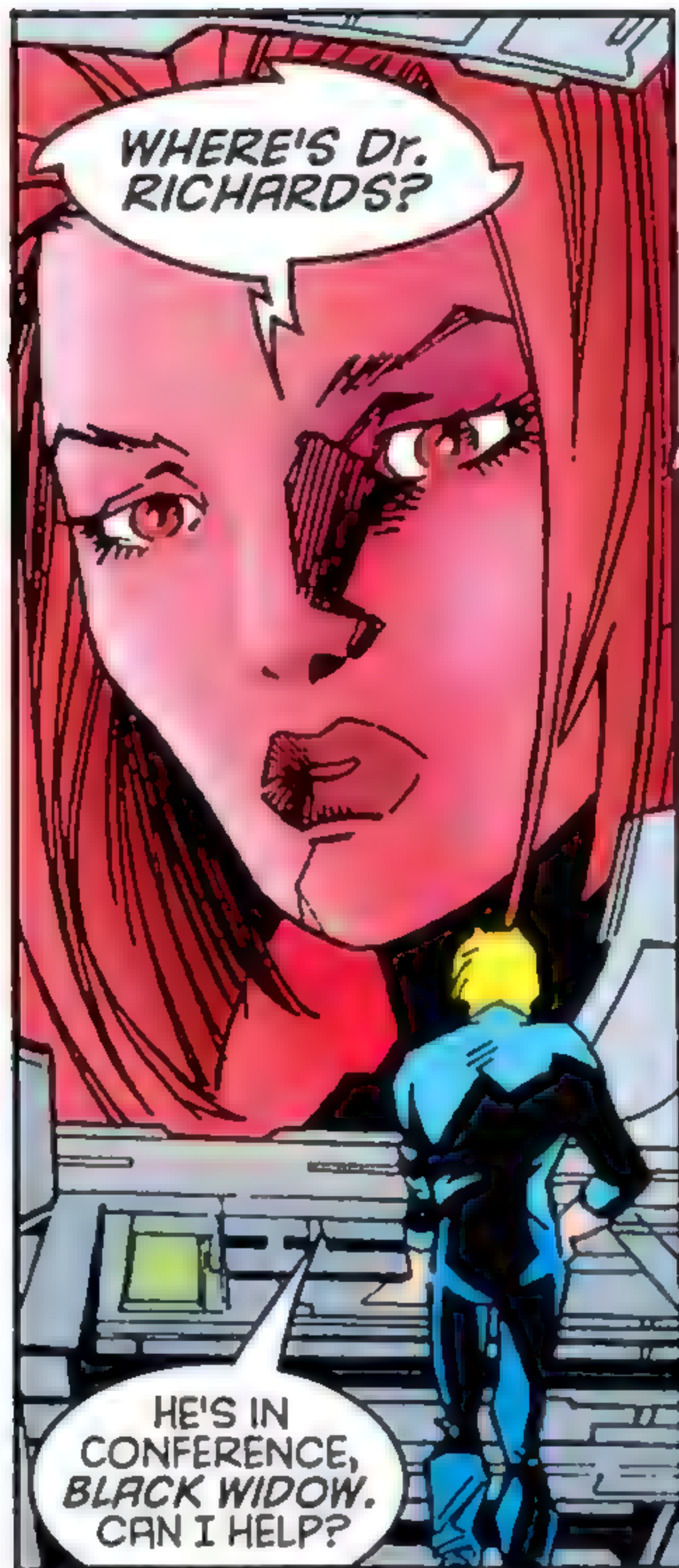
YOU HANDLE XAVIER, REED.

I'LL FIELD THE CALL, AND ALERT YOU IF IT'S IMPORTANT.

HEY, LANG! MENTION MY NAME IF THEM ASSEMBLERS ARE HAVIN' ANOTHER RECRUITIN' DRIVE!

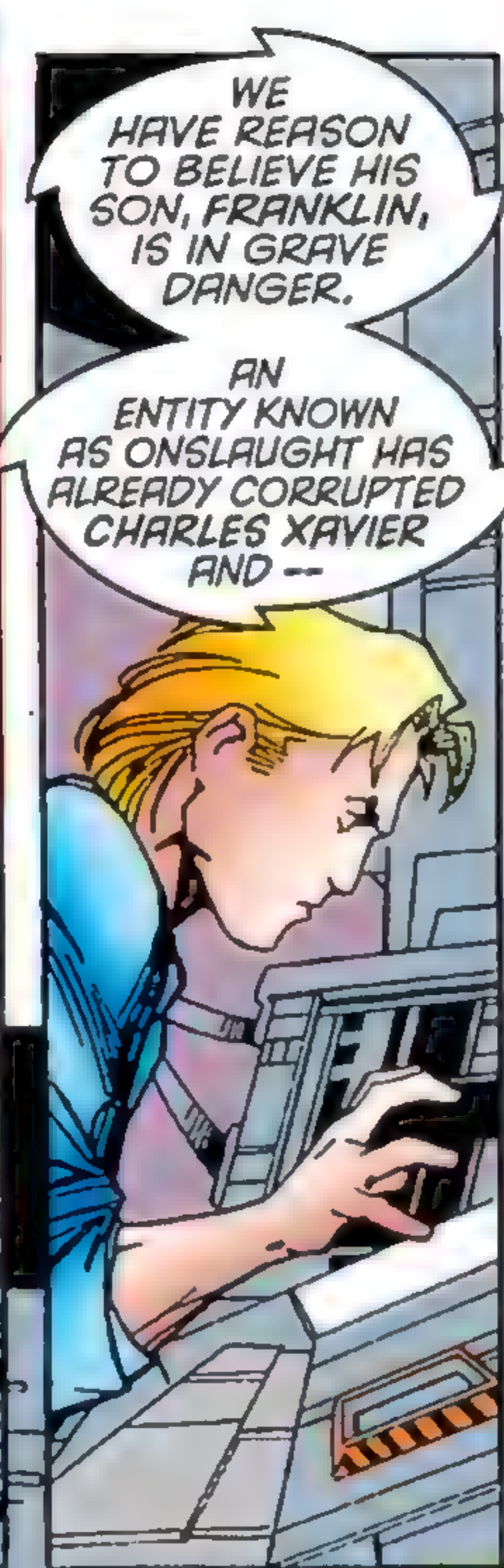
I HEAR THEY AIN'T SO CHOOSY ABOUT WHO THEY CLOBBER!





WHERE'S Dr. RICHARDS?

HE'S IN CONFERENCE, BLACK WIDOW. CAN I HELP?



WE HAVE REASON TO BELIEVE HIS SON, FRANKLIN, IS IN GRAVE DANGER.

AN ENTITY KNOWN AS ONSLAUGHT HAS ALREADY CORRUPTED CHARLES XAVIER AND --



YOU'VE HEARD QUITE ENOUGH, MR. LANG.

TIME TO CLOSE YOUR EYES --

-- AND GO TO SLEEP!



SOMETHING'S NOT RIGHT. I DON'T LIKE IT...

... HE BROKE THE TRANSMISSION WHILE YOU WERE STILL TALKING!

I DOUBT HE DID IT ON PURPOSE, BISHOP.

HOWEVER -- THAT'S WEIRD...

I CAN'T SEEM TO REESTABLISH COMMUNICATIONS!

IT MAY ONLY BE A TECHNICAL MALFUNCTION, BUT --

NO NEED TO FINISH, WIDOW.

WE CAN ALL GUESS WHAT'S HAPPENED!

UNAWARE OF
WHAT JUST
TRANSPIRED --

-- THE FF REACT
TO A STUNNING
PROPOSAL.

Y-YA
CAN'T BE
SERIOUS!

DID
I HEAR YOU
CORRECTLY,
PROFESSOR?

YOU
WANT US
TO GIVE YOU
CUSTODY OF
FRANKLIN?!

RELATIONS
BETWEEN HUMANS
AND MUTANTS HAVE
REACHED A MOST
CRITICAL JUNCTURE,
REED.

IT'S A
NECESSARY
PRECAUTION FOR
THE CHILD'S OWN
GOOD.

AT
THE XAVIER
INSTITUTE, HE'LL
LEARN TO CONTROL
AND HONE HIS
MUTANT
POWERS --

-- AND,
MOST
IMPORTANT,
HE'LL BE
SAFE.

SAFER
THAN HERE --
WITH HIS
FAMILY?!

I'M
SORRY,
PROFESSOR. I
CAN'T ACCEPT
THAT.

BESIDES,
OUR SECURITY
IS SECOND TO
NONE!

I'M
SURE YOU
MEAN WELL, BUT
WE'LL PASS ON
YOUR OFFER.

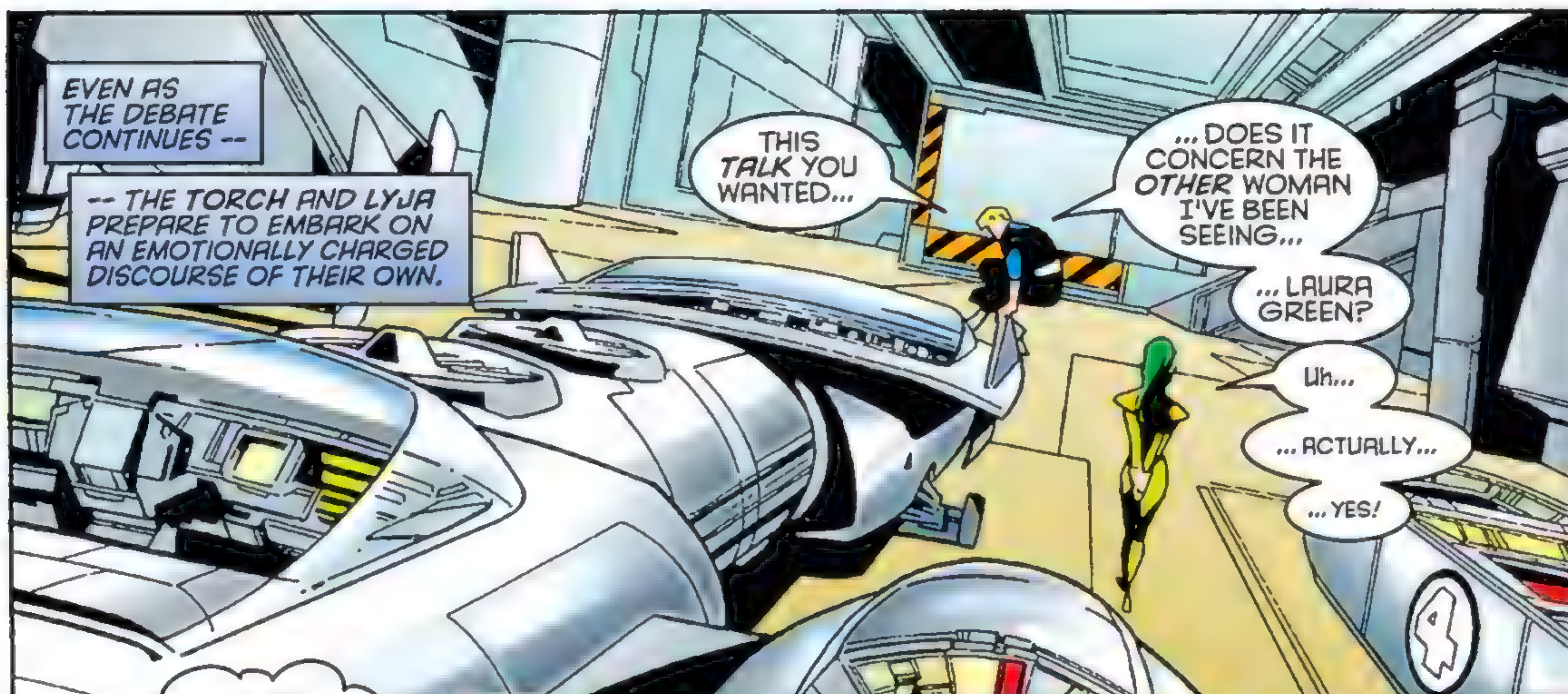
NO
ONE'S TAKING
MY BABY FROM
ME!

I CERTAINLY UNDERSTAND
AND EMPATHIZE WITH
YOUR RESPONSE, Mrs.
RICHARDS...

... BUT
YOU MUST
CONSIDER WHAT'S
BEST FOR THE
CHILD.

YOU'RE BORDERING ON
IMPERTINENCE, SIR.
WE DON'T NEED AN
OUTSIDER TO TELL US
HOW TO RAISE THE
BOY.

FRANKLIN
BELONGS WITH
US, AND WE'RE
QUITE CAPABLE OF
ATTENDING TO HIS
SPECIAL REQUIREMENTS
WITHOUT YOUR
HELP.



EVEN AS
THE DEBATE
CONTINUES --

-- THE TORCH AND LYJA
PREPARE TO EMBARK ON
AN EMOTIONALLY CHARGED
DISCOURSE OF THEIR OWN.

THIS
TALK YOU
WANTED...

... DOES IT
CONCERN THE
OTHER WOMAN
I'VE BEEN
SEEING...

... LAURA
GREEN?

Uh...

... ACTUALLY...

... YES!

WHY
DID JOHNNY
MENTION LAURA?
DOES HE SUSPECT
THE TRUTH?

I'VE
GOT TO
GATHER MY
COURAGE, AND
TRY TO CALM
DOWN.

IT
DOESN'T
MATTER WHAT HE'S
SURMISED, I CAME
HERE TO CONFESS
THAT LAURA ISN'T
REAL.

SHE'S
ONLY A *GUISE*
I ASSUMED
TO BE NEAR
HIM.

BUT
THINGS GOT
WAY OUT OF
CONTROL ---!



YOU
GOT
SOMETHING
TO SAY,
LADY?



**SPILL
IT!**

YOU'RE
NOT MAKING
THIS EASY.

WHY
SHOULD
I?

YOU'VE
BEEN PLAYING
ME FOR A *CHUMP*
EVER SINCE WE
FIRST --
HEY!

LOOKS
LIKE WE'VE
GOT COMPANY.
SOMEBODY'S TRYING
TO SNEAK PAST
OUR SECURITY BY
TELEPORTING
INTO THE
HANGAR!

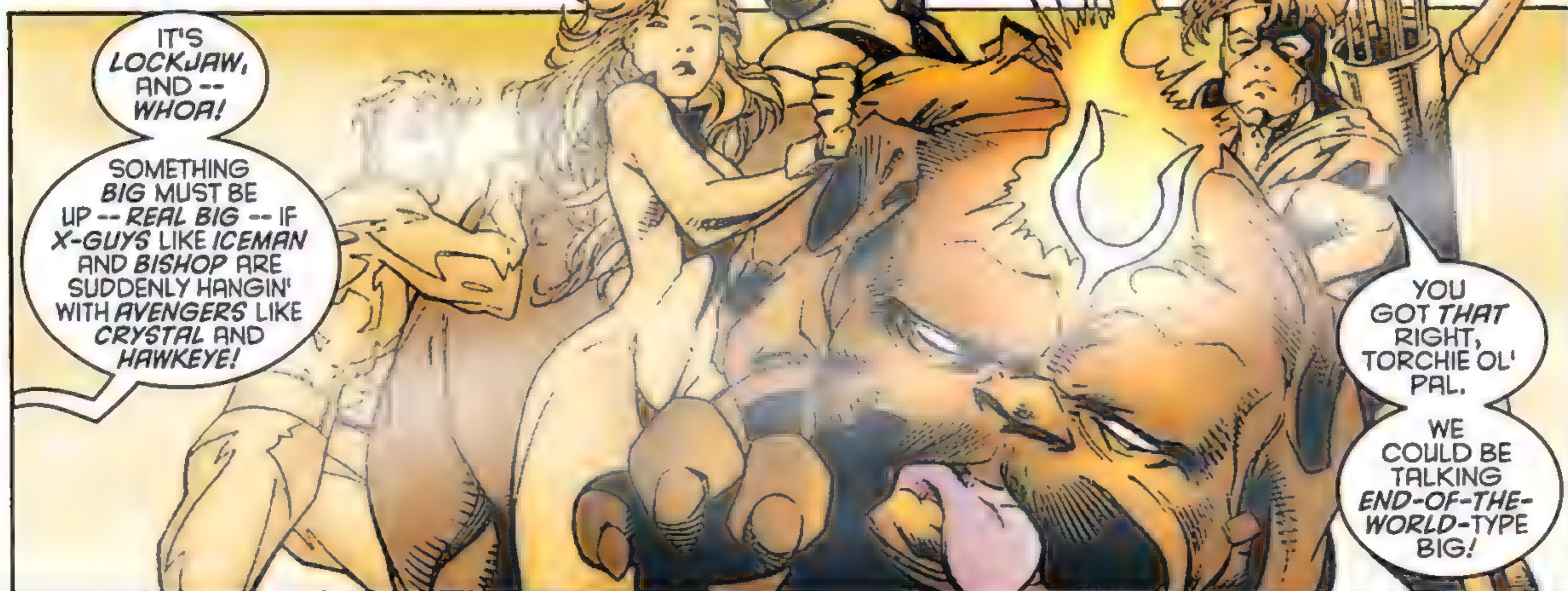


IT'S
LOCKJAW,
AND --
WHOA!

SOMETHING
BIG MUST BE
UP -- *REAL BIG* -- IF
X-GUYS LIKE *ICEMAN*
AND *BISHOP* ARE
SUDDENLY HANGIN'
WITH *AVENGERS* LIKE
CRYSTAL AND
HAWKEYE!

YOU
GOT THAT
RIGHT,
TORCHIE OL'
PAL.

WE
COULD BE
TALKING
*END-OF-THE-
WORLD-TYPE*
BIG!



AND, AT THAT EXACT INSTANT...

SINCE REASON CANNOT CONVINCE YOU TO RELINQUISH THE CHILD...

... I WILL DISPENSE WITH SUBTLETY!

GET A LOAD'A OL' BALDY! HE'S SUDDENLY GLOWIN' LIKE THE FOURTH'A JULY!

LOOK SHARP, TEAM! THIS MAY NOT BE THE XAVIER WE KNOW!

YOU ARE CORRECT, Dr. RICHARDS.

CHARLES XAVIER IS MERELY MY VESSEL.

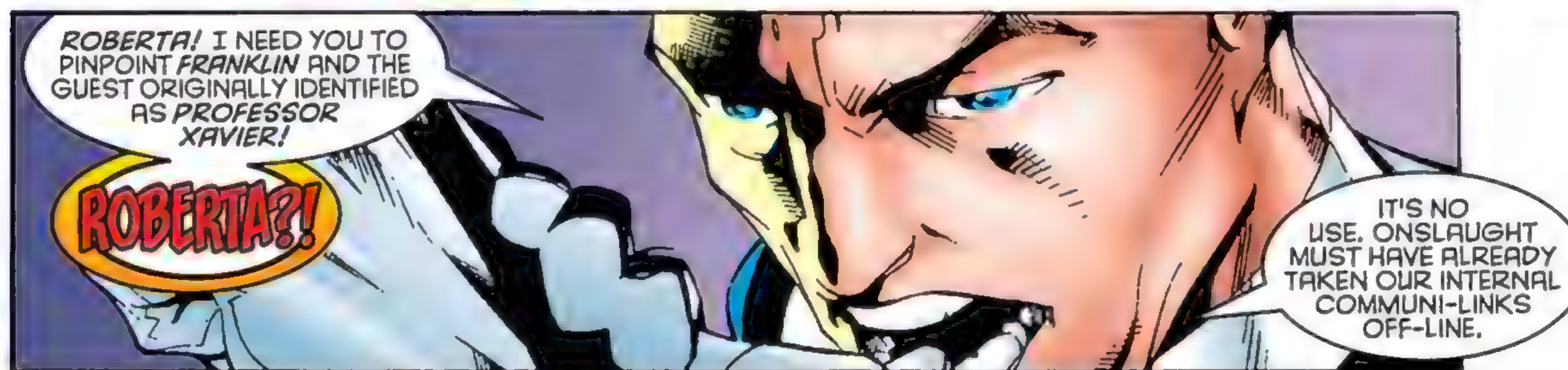
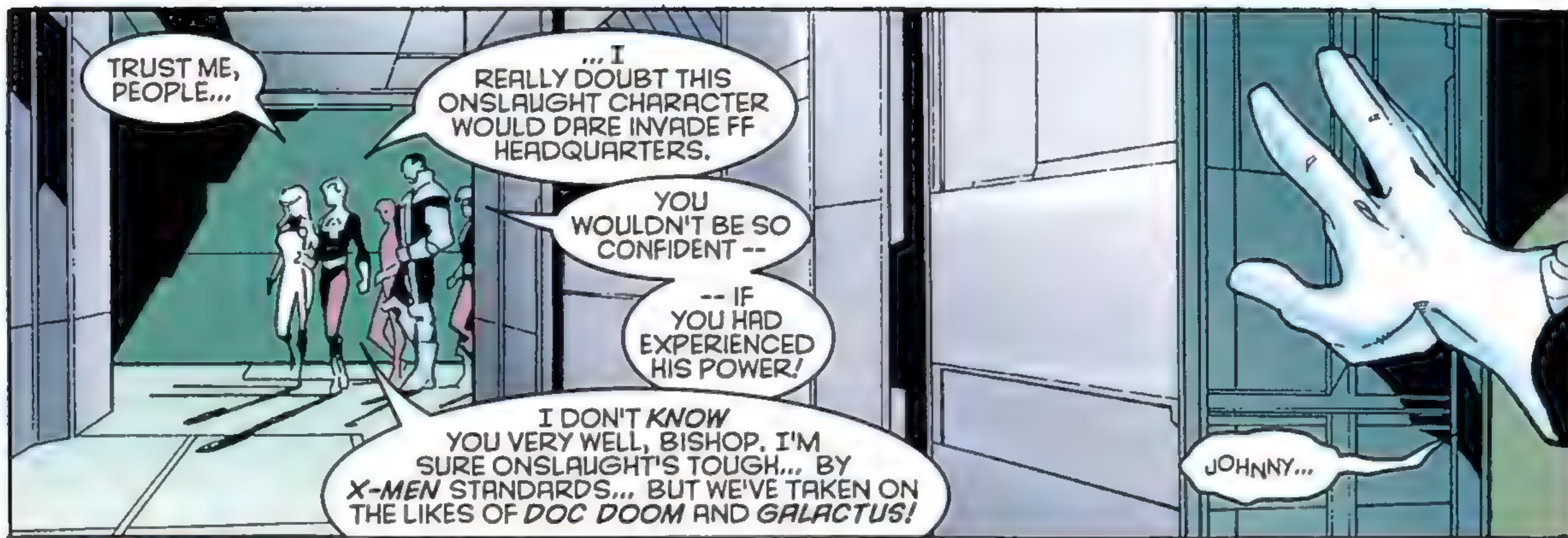
I TAKE WHAT I DESIRE --

-- AND WHAT I DESIRE IS THE MUTANT CHILD!

FOR I AM **ONSLAUGHT!**

ASIDE FROM THE DIFFERENCES IN NAME AND APPEARANCE, YOU'LL ALSO NOTE THAT I DIVERGE IN ANOTHER CRUCIAL FASHION...

CRASH DOWN



BARELY
FIFTEEN
SECONDS
LATER --

-- THE FIRST
SUCH TEAM
BLAZES
TOWARD THE
FF'S COMMU-
NICATIONS
CENTER!

CRYSTAL!
NATHAN!
FOLLOW
ME!

WHOA!
WHAT A MESS!
WE FOUND
SCOTT --

-- BUT
IT LOOKS LIKE
ONSLAUGHT TOOK
A BAZOOKA TO OUR
COMMUNICATIONS
EQUIPMENT!

HOW IS HE,
CRYS?

UNCONSCIOUS...
BUT ALIVE!

AND
YOU NEEDN'T
WORRY ABOUT
CALLING IN FOR
BACK-UP!

I
ALREADY
DISPATCHED
LOCKJAW
TO --

SHHH!

DON'T
SAY TOO
MUCH! WE
MAY NOT BE
ALONE!

INCREASING HIS
TEMPERATURE,
THE HUMAN TORCH
SUDDENLY FLOODS
THE ROOM WITH
WAVES OF FLASHING
HEAT, AND THEN --!

LOOK!

MY
FLAMES ARE
SILHOUETTING
A FIGURE
STANDING IN THE
CORNER!

HE'S
GOTTA BE
ONSLAUGHT!

YAHOO!
FIGHTING SIDE-BY-SIDE WITH YOU BRINGS BACK THE OLD DAYS... WHEN YOU AND I WERE AN ITEM.

THINGS WERE SIMPLER THEN. YOU DIDN'T NEED A SCORECARD TO TELL THE BAD GUYS FROM THE GOOD, AND YOU KNEW WHO YOU COULD TRUST.

YOU SHOULD HAVE HEEDED YOUR COMPANION'S ADVICE, YOUNG MAN.

THIS JOKER MAY BE A CHALLENGE FOR THE X-GUYS, BUT HE'S STRICTLY AMATEUR NIGHT TO THE FANTASTIC FOUR!

WHAT'S GOTTEN INTO YOU, JOHNNY STORM? YOU'RE ACTING LIKE AN OVERCONFIDENT HOTHEAD!

BE CAREFUL! YOU MUSTN'T UNDERESTIMATE ONSLAUGHT'S POWER!

DON'T SWEAT IT, CRYSTAL! I'LL REMIND YOU OF THOSE WORDS WHEN WE'RE LAUGHING ABOUT THIS LATER.

WITH A CASUAL THOUGHT, I CAN INSTANTLY SEIZE CONTROL OF HER ELEMENTAL POWERS --

-- AND EXTINGUISH YOUR FLAME AS I SEND YOU CRASHING INTO THE CEILING!

AND NOW, CRYSTAL...

... DEAR, SWEET CRYSTAL...

... WHATEVER SHALL I DO WITH YOU?



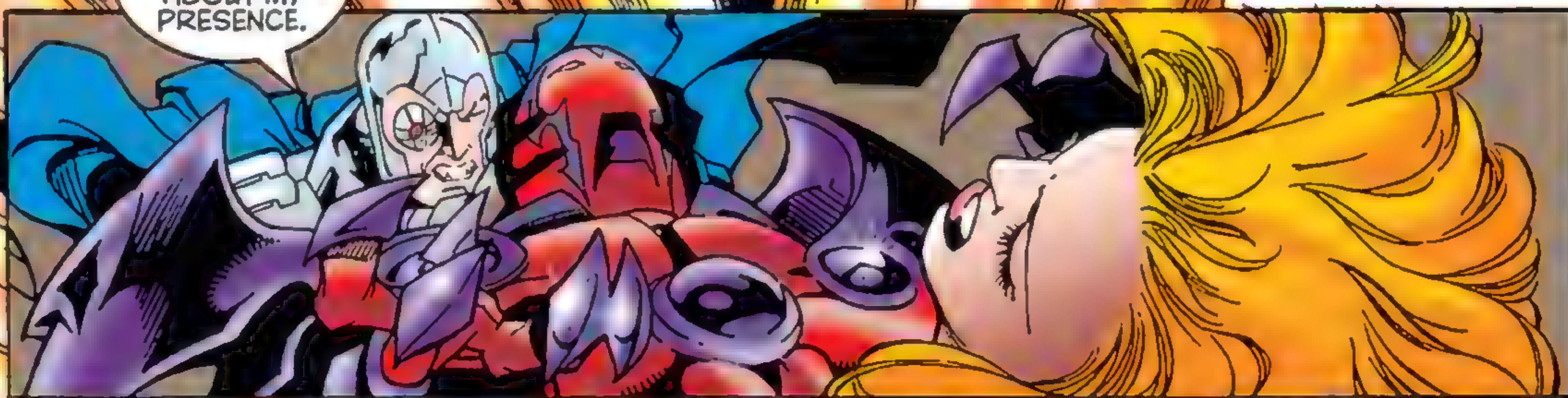
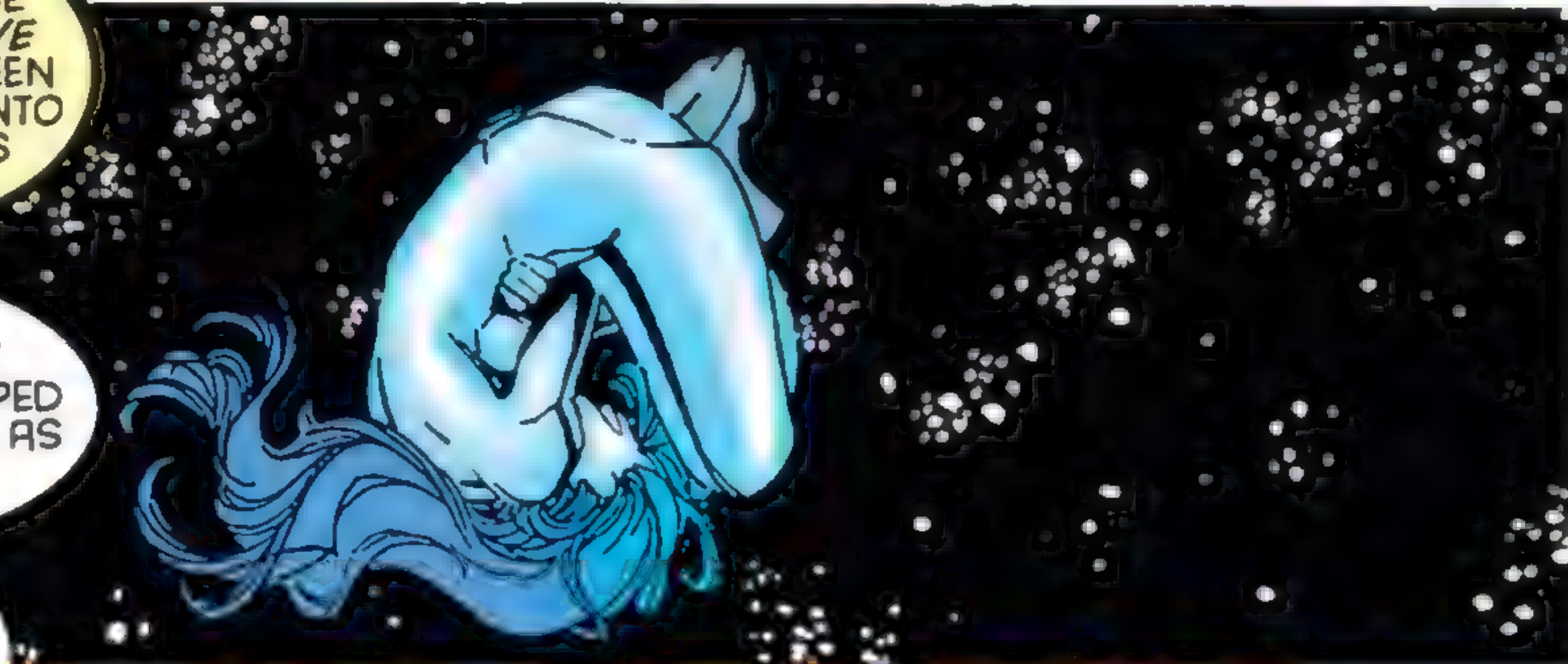
WHILE
I AM LOATHE
TO INJURE
YOU --

-- I
CANNOT
PERMIT YOU TO
INTERFERE WITH
MY PLANS!

THUS
I SHALL CAUSE
YOU TO *BELIEVE*
THAT YOU'VE BEEN
TRANSPORTED INTO
A TRACKLESS
VOID!

INTERESTING!
YOU APPARENTLY
HAVE HIGHLY DEVELOPED
TELEPATHIC AS WELL AS
TELEKINETIC
SKILLS!

A PITY
THEY DIDN'T
WARN YOU
ABOUT MY
PRESENCE.



WHILE
I'M HARDLY A
WARRIOR LIKE *JOHNNY*
OR *CRYSTAL*, MY ARMOR WAS
DESIGNED TO SIPHON MY
GRANDSON'S *PSIONIC*
ENERGIES --

-- AND
IT *SHOULD*
WORK JUST AS
WELL AGAINST --

YAARGH!

SHOULD...

... AND,
PERHAPS,
WOULD...

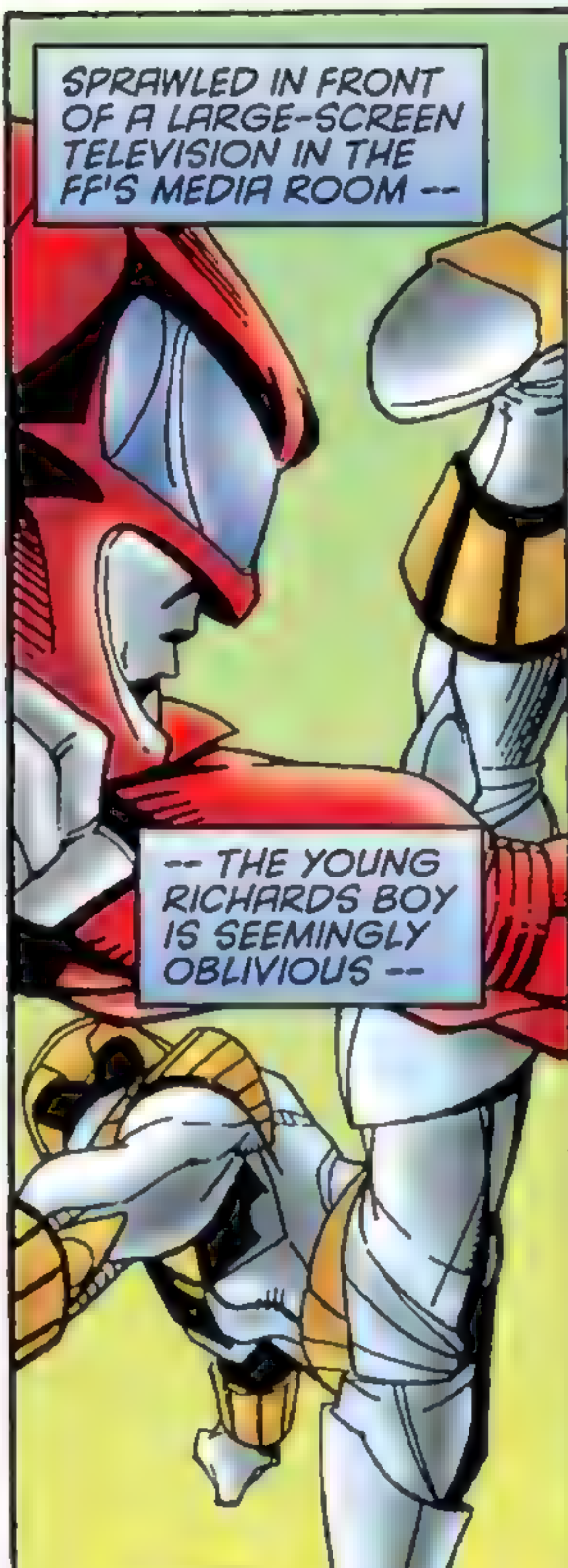
... IF
YOU HAD
SUFFICIENT
TIME, OLD
MAN!

BUT
TIME IS A
LUXURY WHICH
YOU MUST BE
DENIED!

FAREWELL,
MY FRIENDS!

I MUST
NOW RENEW
MY SEARCH
FOR THE
CHILD!





SPRAWLED IN FRONT OF A LARGE-SCREEN TELEVISION IN THE FF'S MEDIA ROOM --

-- THE YOUNG RICHARDS BOY IS SEEMINGLY OBLIVIOUS --

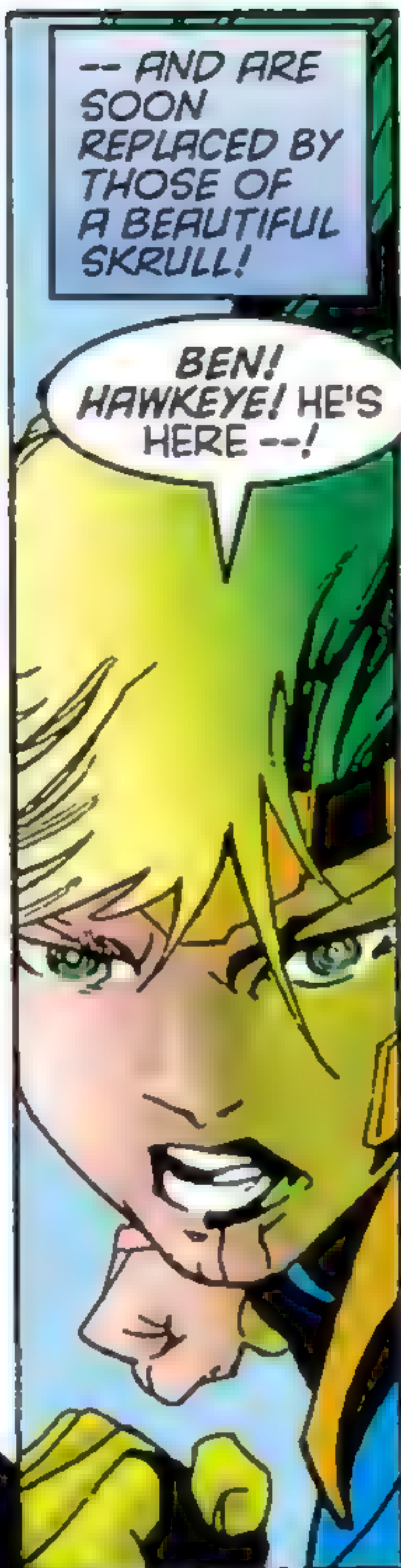


YOU MAKE A MOST APPETIZING BAIT...

... BUT YOU COULDN'T HAVE HOPED TO FOOL ME!

Uh-Oh!

THE YOUNG BOY'S FEATURES BEGIN TO WAVER --



-- AND ARE SOON REPLACED BY THOSE OF A BEAUTIFUL SKRULL!

BEN! HAWKEYE! HE'S HERE --!



YA GOT A LOT TA ANSWER FER, MISTER!

ASIDE FROM EVERYTHIN' ELSE, MY SUPER DELUXE IS GROWIN' COLD 'CAUSE A YOU!

LYJA! GET OUT OF THE WAY!

YOU'RE BLOCKING MY SHOT!



-- TO EVERYTHING EXCEPT HIS FAVORITE VIDEO!

SAVE YOUR ARROWS, HAWKEYE! I'LL TACKLE HIM!



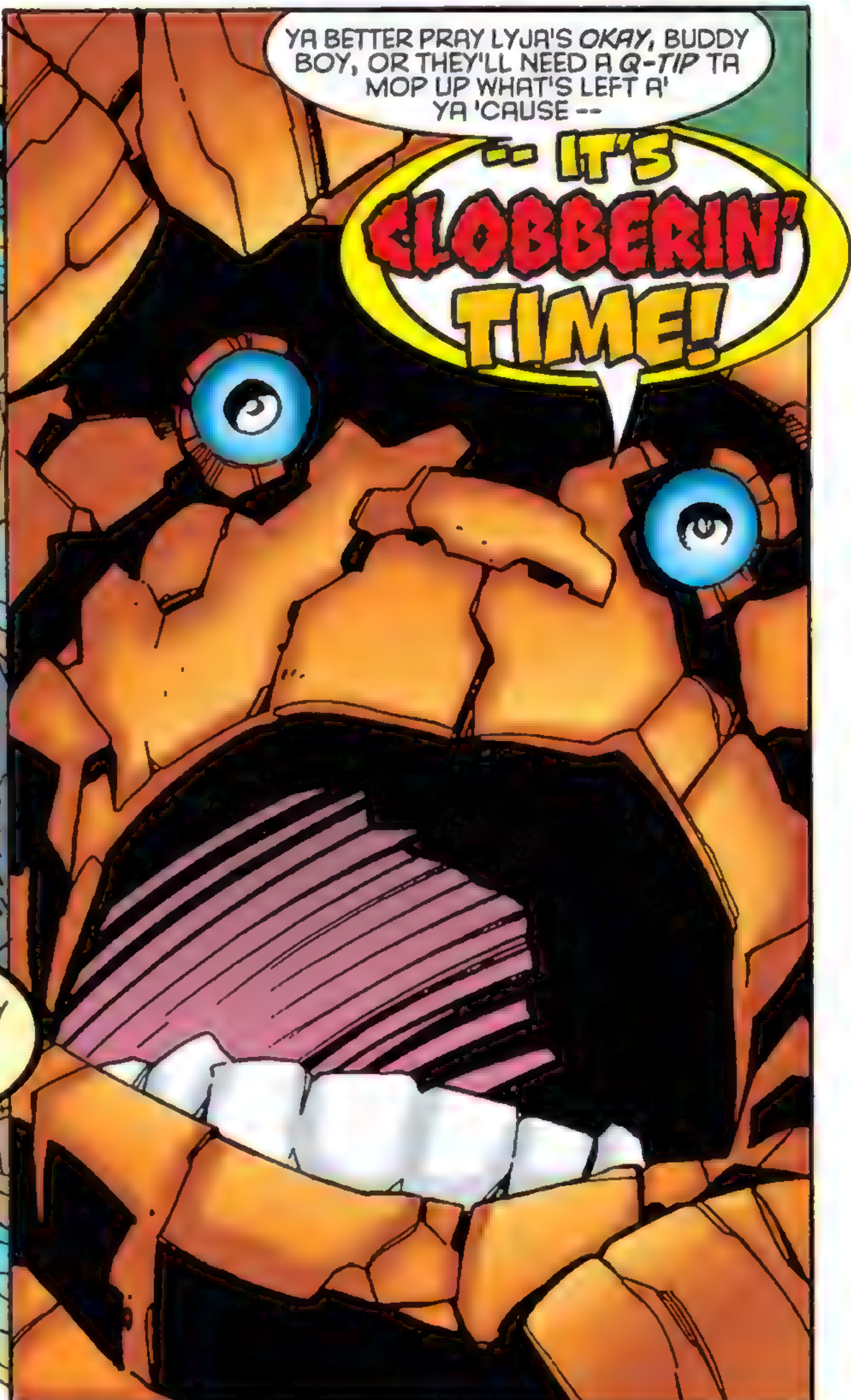
YOUR ALIEN THOUGHT PATTERNS MAKE IT DIFFICULT FOR ME TO DOMINATE YOUR MIND, WOMAN!



PWOK

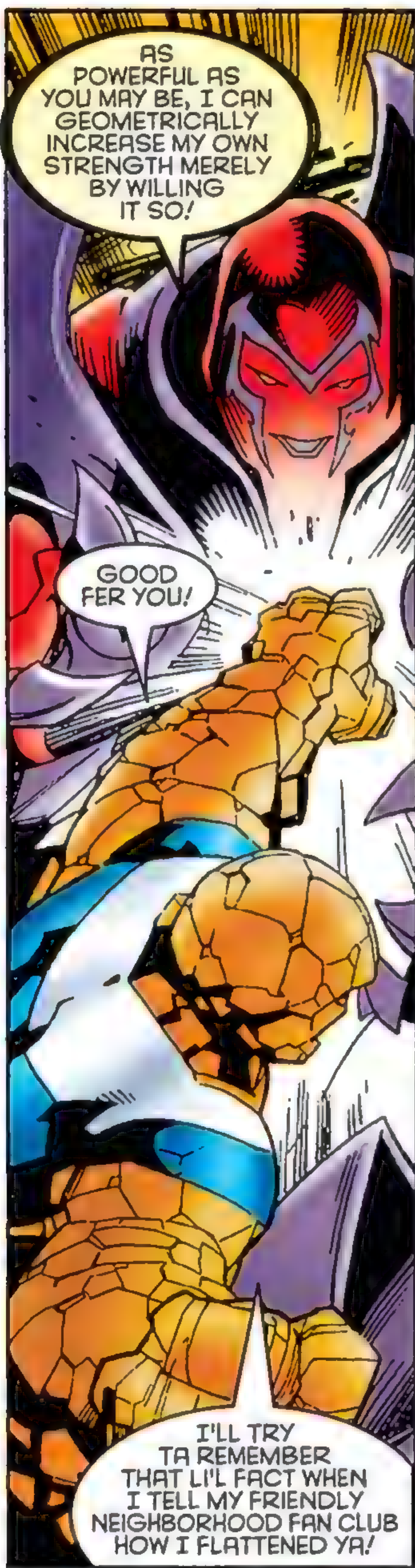
=AURRK=

BUT I CAN EASILY RESORT TO PURE BRAWN!



YA BETTER PRAY LYJA'S OKAY, BUDDY BOY, OR THEY'LL NEED A Q-TIP TA MOP UP WHAT'S LEFT A' YA 'CAUSE --

-- IT'S KLOBBERIN' TIME!



4A FEW MINUTES LATER,
IN ANOTHER ROOM...

DON'T
MOVE!

BUT, Mrs.
RICHARDS --

YOU
HEARD ME,
BISHOP. STAND
STILL!

FRANKLIN MAY NOT *APPEAR*
TO BE HERE, BUT WE CAN'T
TRUST OUR EYES
ANYMORE.

MY
INVISIBLE FORCE
FIELD IS PROBING THIS
ROOM JUST IN
CASE *ONSLAUGHT* IS
TOYING WITH OUR
PERCEPTIONS!

YOU
CAN SAVE
YOURSELF THE
EFFORT, DEAR
WOMAN.

I AM
PRESENT,
AND I WAS
INDEED PLAYING
WITH YOUR
SENSES.

SADLY,
HOWEVER, I
HAVE YET TO
ACQUIRE YOUR
CHILD.

STEP
ASIDE, Mrs.
RICHARDS!

ONSLAUGHT IS MY
RESPONSIBILITY!

WRONG!
HE'S IN MY
HEADQUARTERS,
ATTACKING MY
FAMILY AND
THREATENING
MY SON!

THAT
MAKES HIM
MINE!

HOW
QUAINT!

YOU'RE
ACTUALLY
FIGHTING
OVER
ME!

JUST LIKE
CHILDREN!

HE'S
RIGHT! WE'VE
GOT TO WORK
TOGETHER!

HIT
ME WITH YOUR
STRONGEST FORCE
FIELD! I CAN ABSORB
AND RECHANNEL
IT AGAINST
HIM!

BUT,
BISHOP...
IT'S FAR MORE
POWERFUL
THAN YOU
IMAGINE!

IT
COULD KILL
YOU!

WE
DON'T HAVE
MUCH CHOICE!
IT MAY BE OUR
ONLY HOPE!
DO IT!

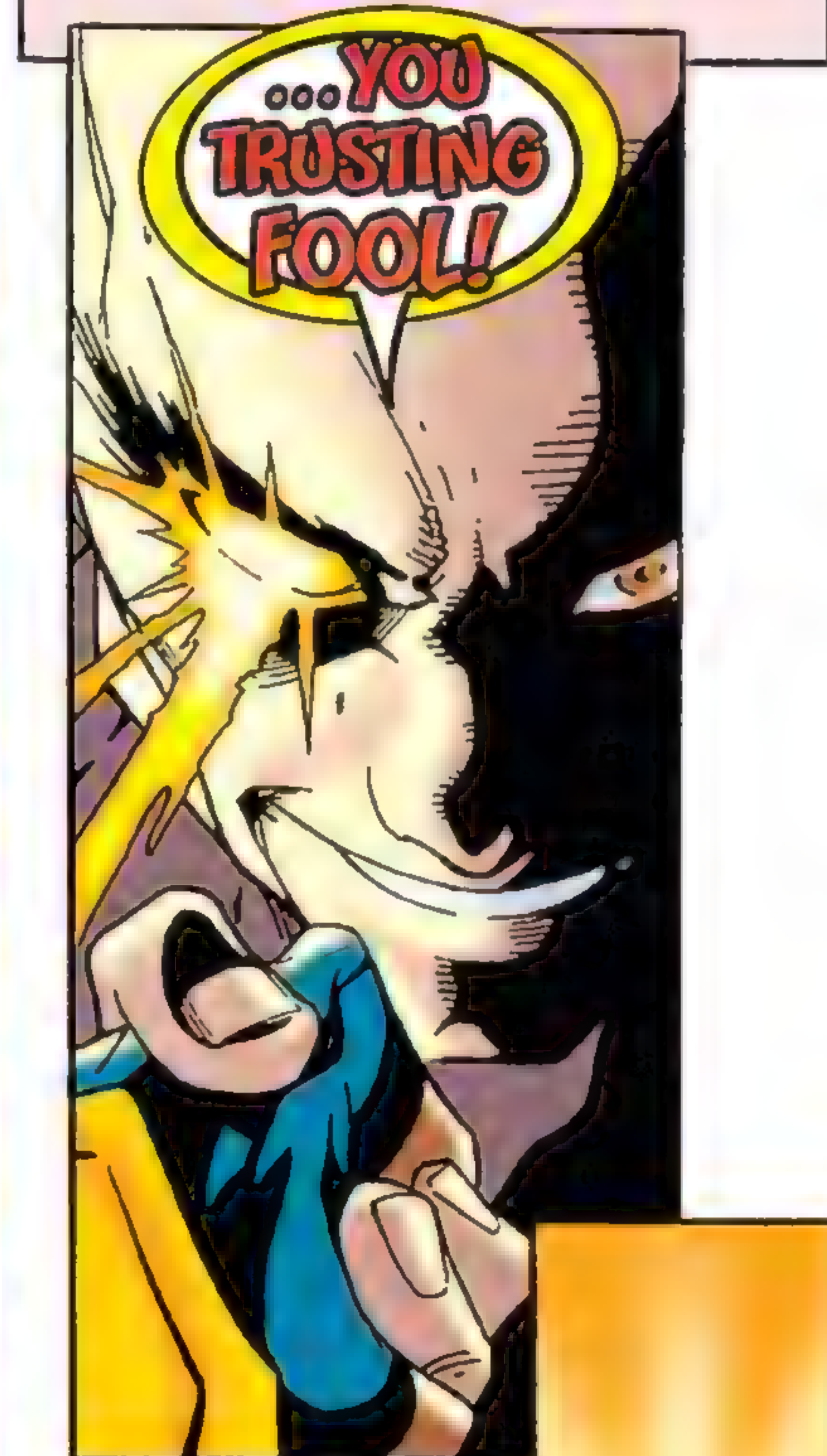
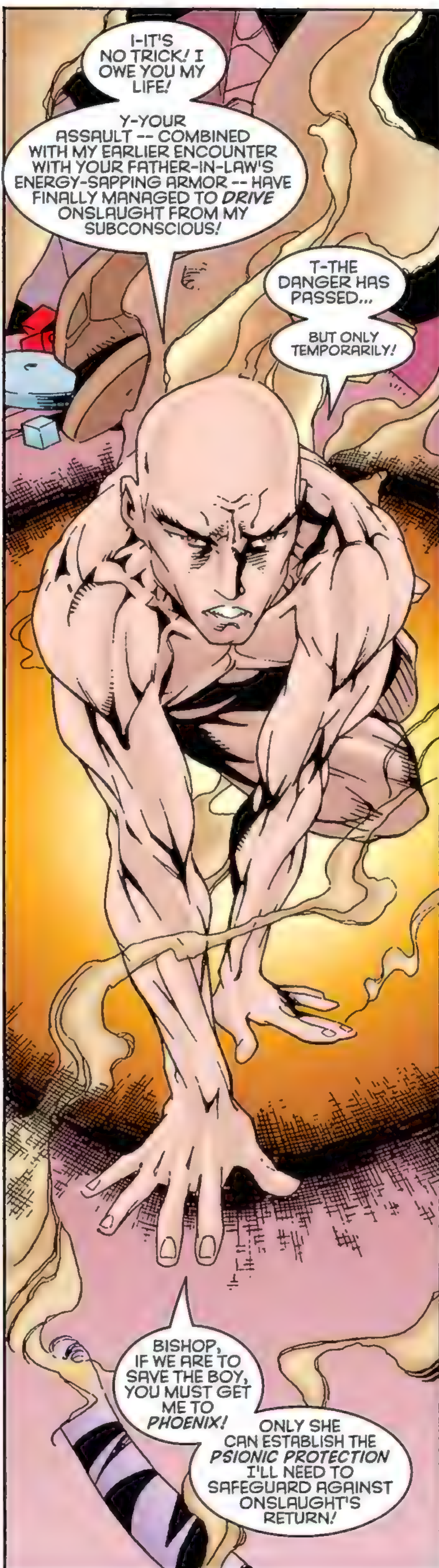
DO IT!

JAYARRGH!

FOR THE SAKE OF HER CHILD,
THE INVISIBLE WOMAN BATTERS
HER COMRADE, AGAIN AND
AGAIN, WITH EVER-INCREASING
FORCE --

-- FORCE WHICH
IS IMMEDIATELY
CONVERTED INTO
HIGH INTENSITY
PLASMA BLASTS --

-- WHICH SOON
SLAMS ONSLAUGHT
TO HIS KNEES!



TOO LATE, THE TIME-LOST MUTANT REALIZES HIS ERROR!

HE ALLOWED HIS PAST LOYALTY TO XAVIER TO OVERWHELM HIS BATTLE-HARDENED INSTINCTS --

-- AND IT PROVED A MOST COSTLY MISTAKE!

FASCINATING!
ONSLAUGHT HAS
GONE TO CONSIDERABLE
RISK TO OBTAIN THE
RICHARDS BOY...
BUT WHY NOW?

THOUGH
THE CHILD IS
DESTINED TO POSSESS
VAST TELEPATHIC AND
TELEKINETIC ABILITIES, AS
WELL AS THE POWER TO
REARRANGE THE MOLECULAR
STRUCTURE OF
MATTER --

-- HE IS
YEARS FROM
ACHIEVING HIS
PSIONIC
POTENTIAL.

WHY
HAVE YOU BEEN
DRAWN HERE, *UATU*?
DOES ONSLAUGHT TRULY
HAVE THE *MEANS* TO
UNLEASH THE MUTANT
CHILD'S LATENT
POSSIBILITIES?

HAS
HE ALSO
THE PURPOSE
FOR THESE
TALENTS?

POSED LIKE A GOD ON THE
NEW JERSEY SHORE AND
INVISIBLE TO THE MORTAL EYE,
THE DREADED APOCALYPSE --
DEIGNS NOT TO GLANCE AT
HIS SILENT COMPANION.

UATU IS A MEMBER OF A VASTLY
POWERFUL EXTRATERRESTRIAL
RACE WHOSE SOLE DUTY IS TO
PASSIVELY OBSERVE THE
PHENOMENA OF THE UNIVERSE.

HIS MERE PRESENCE
INDICATES THE
APPROACH OF A
CRITICAL JUNCTURE
TO THE PLANET EARTH.

IT MUST BE
VERY DIFFICULT
FOR YOU, *UATU*. THOUGH
YOU ACTUALLY *CARE*
ABOUT THE FANTASTIC
FOUR, YOUR SACRED NON-
INTERFERENCE OATH
PREVENTS YOU FROM
AIDING THEM.

I, ON
THE OTHER
HAND, ONLY WISH
TO SEE THE
STRONG SURVIVE...
AS THEY
SHOULD.

PERHAPS
THE DAY OF THE
SUPER-HUMAN IS FINALLY
OVER... AND WE MUST
NOW WELCOME THE
AGE OF
ONSLAUGHT!

AGAIN, *UATU*
CHOOSSES NOT
TO RESPOND.

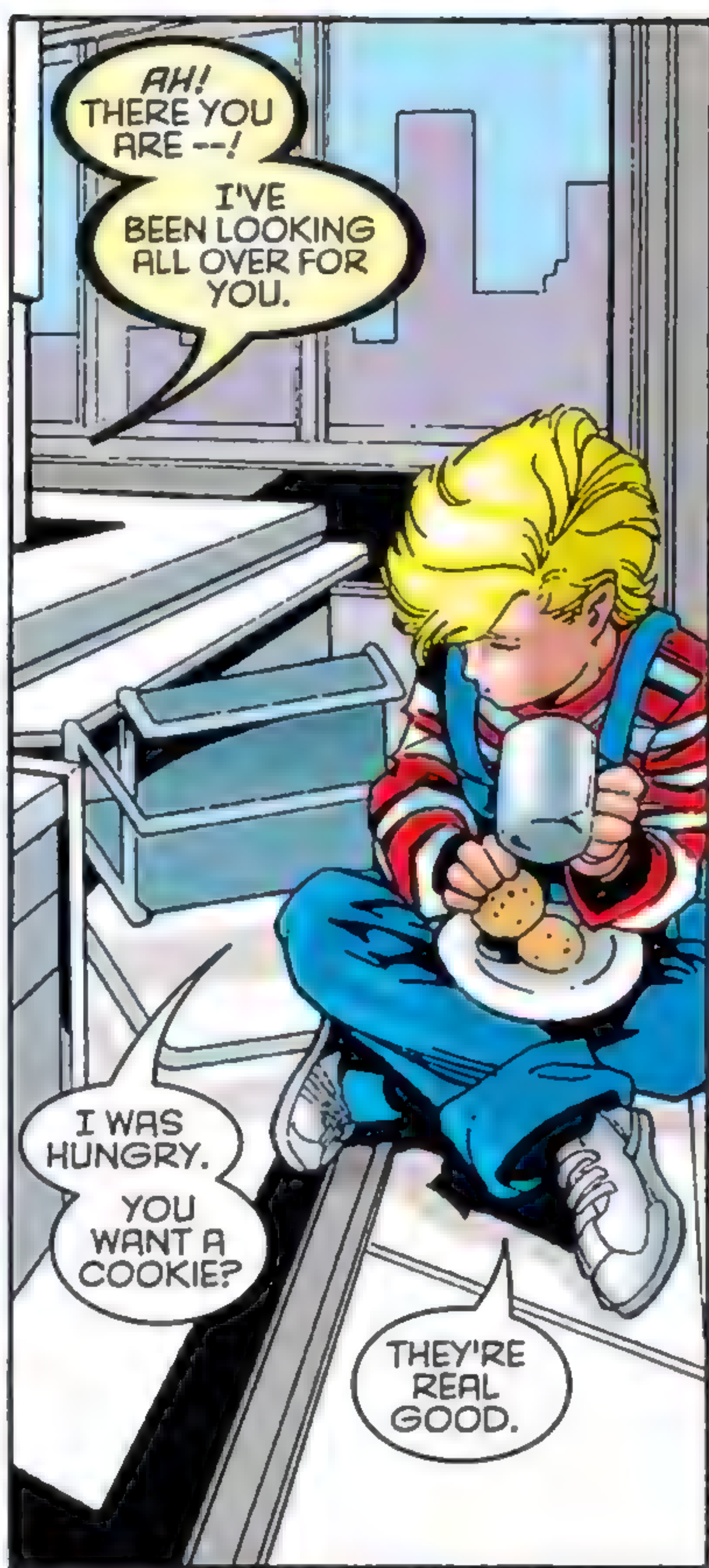
HE MERELY
CONTINUES
TO WATCH.



MEANWHILE --

-- OBLIVIOUS TO THE VARIOUS BATTLES WHICH HAVE RAGED IN THE ROOMS BEYOND HIM --

-- FRANKLIN RICHARDS SAVORS ANOTHER MILK-DIPPED CHOCOLATE MACADAMIA NUT CRUNCH.



AH! THERE YOU ARE --!
I'VE BEEN LOOKING ALL OVER FOR YOU.

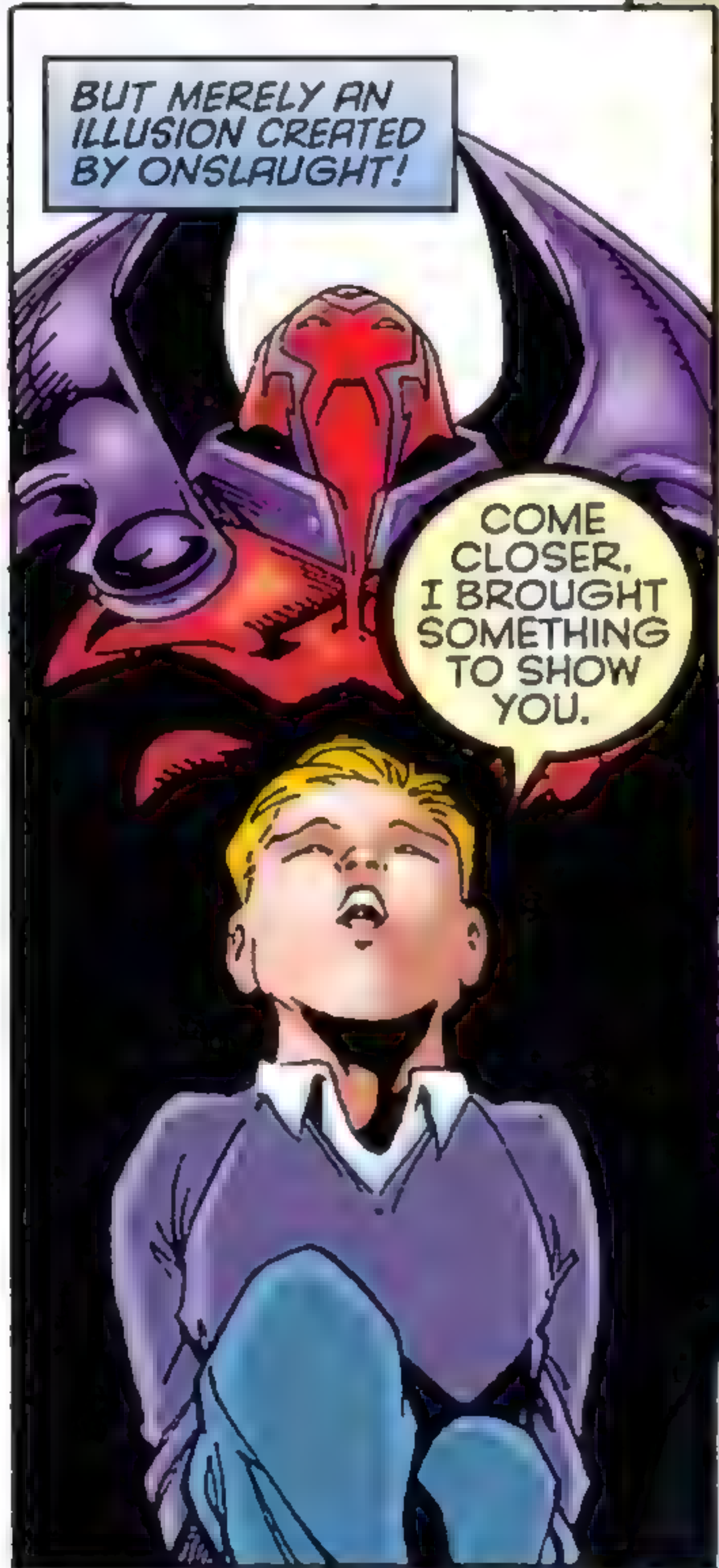
I WAS HUNGRY.
YOU WANT A COOKIE?

THEY'RE REAL GOOD.



I HAVE NO INTEREST IN COOKIES.
I ONLY WANT TO PLAY.
SOUNDS LIKE FUN, CHARLIE.

ANXIOUS TO JOIN HIS PLAYMATE, FRANKLIN DOESN'T REALIZE THAT "CHARLIE" IS NEITHER REAL... NOR A FRIEND...



BUT MERELY AN ILLUSION CREATED BY ONSLAUGHT!

COME CLOSER. I BROUGHT SOMETHING TO SHOW YOU.



A SINGLE WORD, AS SHARP AND SHRILL AS IT IS UNEXPECTED.

YET IT MORE THAN ENCAPSULATES A FATHER'S ALL-CONSUMING LOVE --

-- AND HIS UNFLAGGING DESPERATION TO SAVE HIS SON!

REED--!

YOUR SON -- IT'S LIKE HE CAN'T SEE OR HEAR US!

ONSLAUGHT MUST BE MANIPULATING HIS PERCEPTIONS, ICEMAN!

THE MONSTER'S PLAYING WITH FRANKLIN'S MIND, BUT I CAN'T -- I WON'T -- ALLOW IT TO CONTINUE!

BULKING HIS MALLEABLE BODY TO THING-LIKE PROPORTIONS, REED RICHARDS LASHES OUT AT THE ONE WHO WOULD STEAL HIS BELOVED CHILD.

BEFORE TODAY, BOBBY DRAKE ALWAYS THOUGHT OF HIS COMPANION AS A STUFFY SCIENTIST MORE SUITED TO MIXING CHEMICALS THAN BATTLING CRIMINALS.

NOW, AT LONG LAST, THE ICEMAN KNOWS WHY THIS MAN IS CALLED MR. FANTASTIC!

TALK TO ME, ONSLAUGHT!

YOU'VE APPARENTLY CONSTRUCTED AN ELABORATE FANTASY TO WIN FRANKLIN'S COOPERATION, BUT WHY? WHY?!

SINCE CHARLES XAVIER POSSESSES ONE OF THE MOST POWERFUL TELEPATHIC MINDS ON THIS PLANET --

-- I'D GUESS YOU'RE INTERESTED IN MY SON'S UNDEVELOPED ABILITY TO RESTRUCTURE MATTER!

LEAVE HIM ALONE, FOR PITY'S SAKE! HE'S ONLY A CHILD!

GET OUT OF HIS MIND... BEFORE YOU CAUSE INCALCULABLE AND IRREVOCABLE DAMAGE!

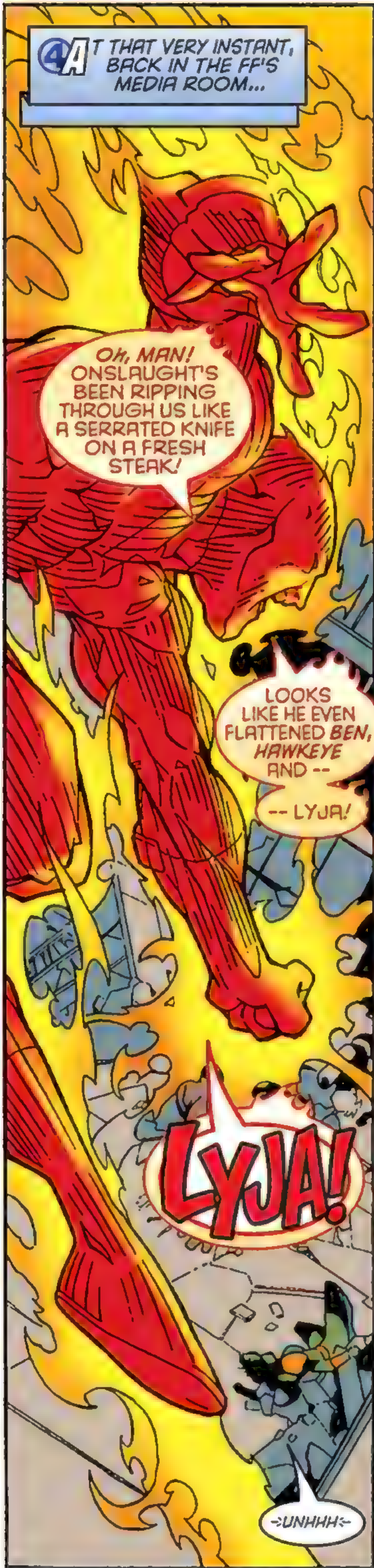
THOUGH I DON'T PRETEND TO FATHOM YOUR REAL GOAL OR YOUR TRUE POWER, I'LL DIE BEFORE I'LL ALLOW YOU TO EXPLOIT MY SON!

I'LL STOP YOU! I'LL FIND A WAY TO STOP YOU!

GIVEN SUFFICIENT TIME, YOU MIGHT...

... BUT I CAN PREVENT YOU AND ICEMAN FROM INTERFERING --

-- WITH ONLY A CASUAL THOUGHT!



4 AT THAT VERY INSTANT, BACK IN THE FF'S MEDIA ROOM...

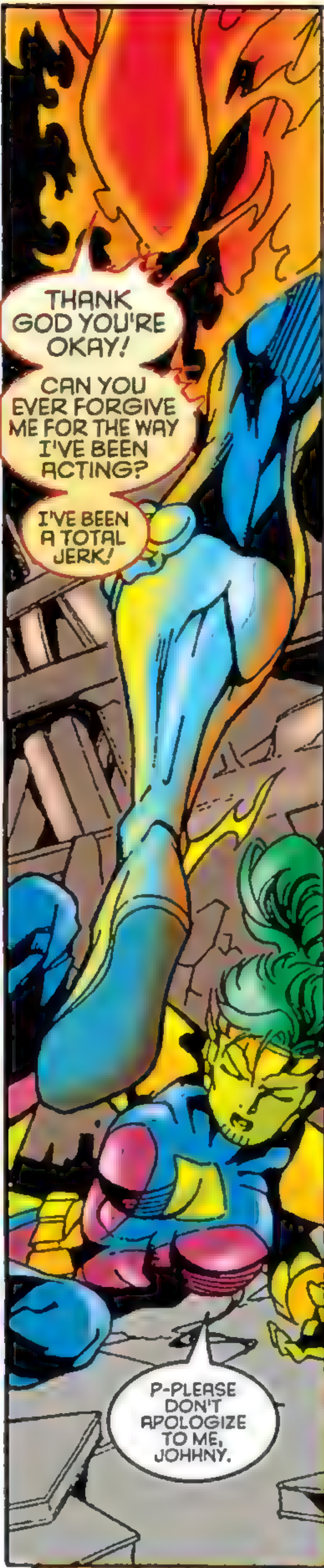
Oh, MAN! ONSLAUGHT'S BEEN RIPPING THROUGH US LIKE A SERRATED KNIFE ON A FRESH STEAK!

LOOKS LIKE HE EVEN FLATTENED BEN, HAWKEYE AND --

-- LYJA!

LYJA!

~UNHHH~

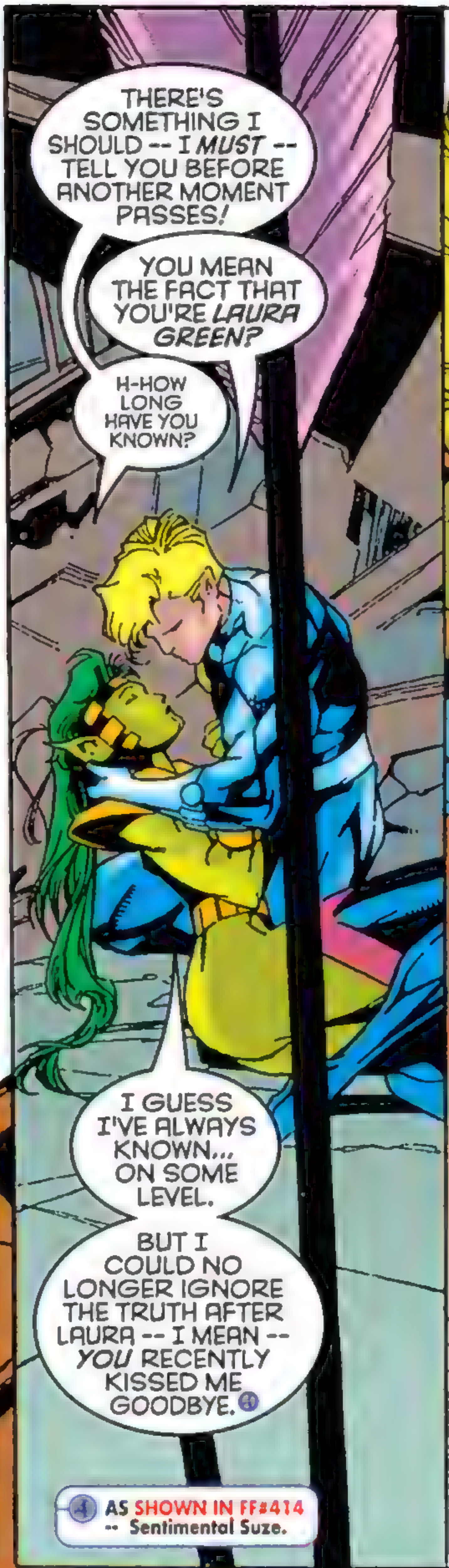


THANK GOD YOU'RE OKAY!

CAN YOU EVER FORGIVE ME FOR THE WAY I'VE BEEN ACTING?

I'VE BEEN A TOTAL JERK!

P-PLEASE DON'T APOLOGIZE TO ME, JOHNNY.



THERE'S SOMETHING I SHOULD -- I MUST -- TELL YOU BEFORE ANOTHER MOMENT PASSES!

YOU MEAN THE FACT THAT YOU'RE LAURA GREEN?

H-HOW LONG HAVE YOU KNOWN?

I GUESS I'VE ALWAYS KNOWN... ON SOME LEVEL.

BUT I COULD NO LONGER IGNORE THE TRUTH AFTER LAURA -- I MEAN -- YOU RECENTLY KISSED ME GOODBYE. 4

4 AS SHOWN IN FF#414 -- Sentimental Suze.



NOBODY COULD EVER KISS LIKE YOU, PRETTY LADY.

W-WHERE DO WE GO FROM HERE?

WE'LL FIGURE THAT OUT LATER.

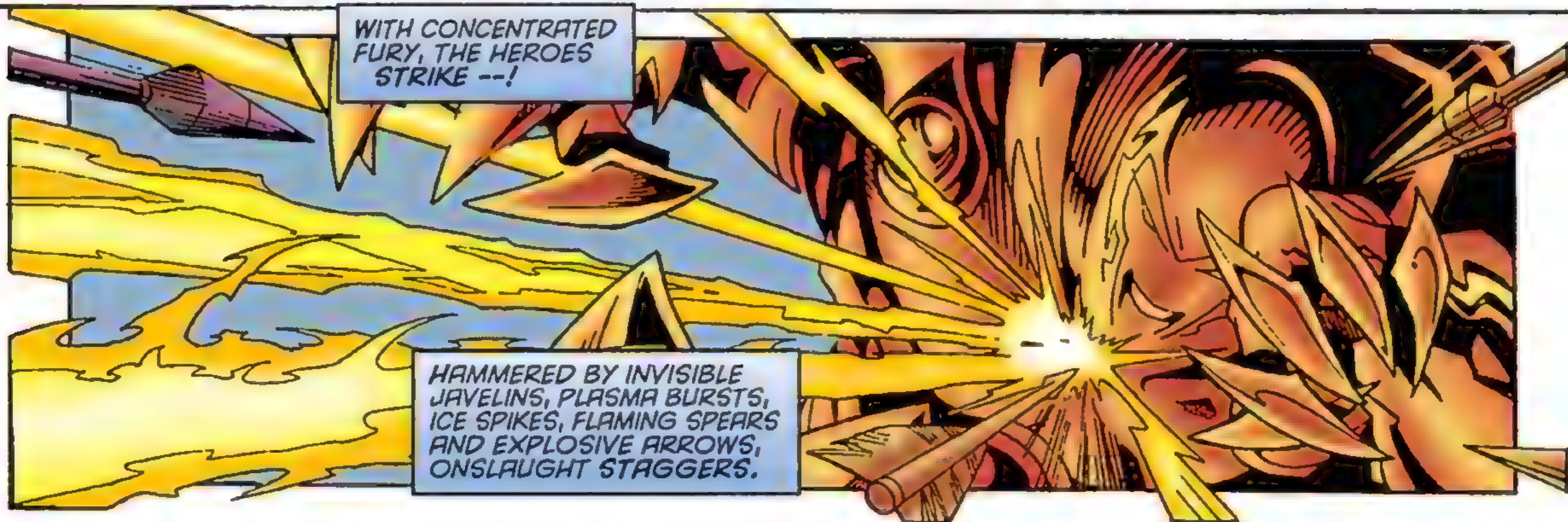
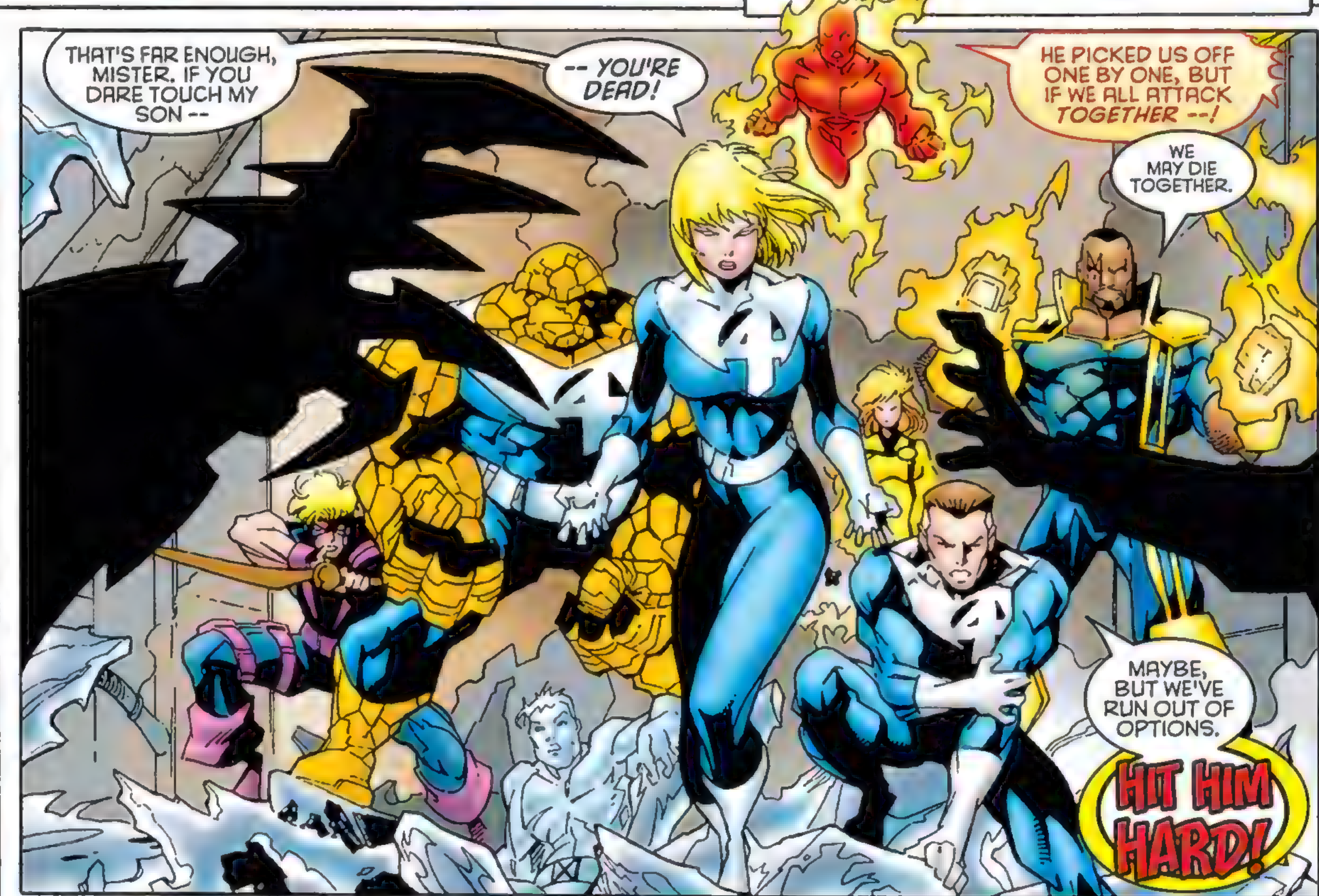
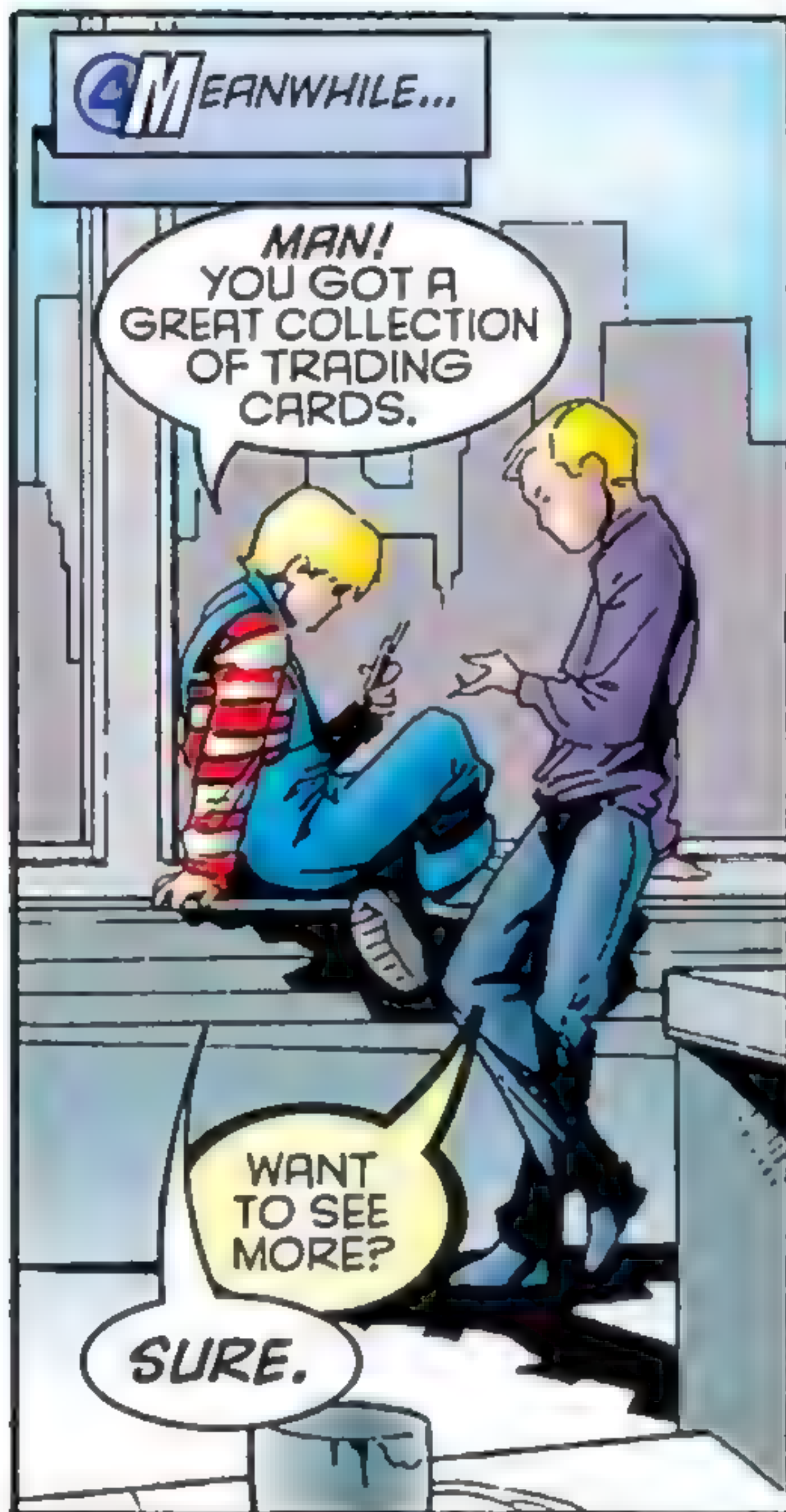
MUCH LATER!



HEY! I HATE TA PLAY SPOILSPORT, BUT WE STILL GOTTA FACE ONSLAUGHT!

YOU KIDS CAN GO BACK TA PLAYIN' KISSY-FACE AFTER WE'VE CLOBBERED THAT CREEP!

IF YER LUCKY, I MIGHT EVEN SHARE MY PIZZA WIT' YA!



HIS DEFEAT SEEMS CERTAIN FOR ONE BRIEF INSTANT...

--BUT THEN...

IS ANYTHING WRONG, CHARLIE?

WHEN ARE WE LEAVING?

SOON, FRANKLIN...

... I JUST NEED A MOMENT --

-- TO CLEAN UP A FEW LOOSE ENDS!

THERE --! THAT SHOULD DO IT!

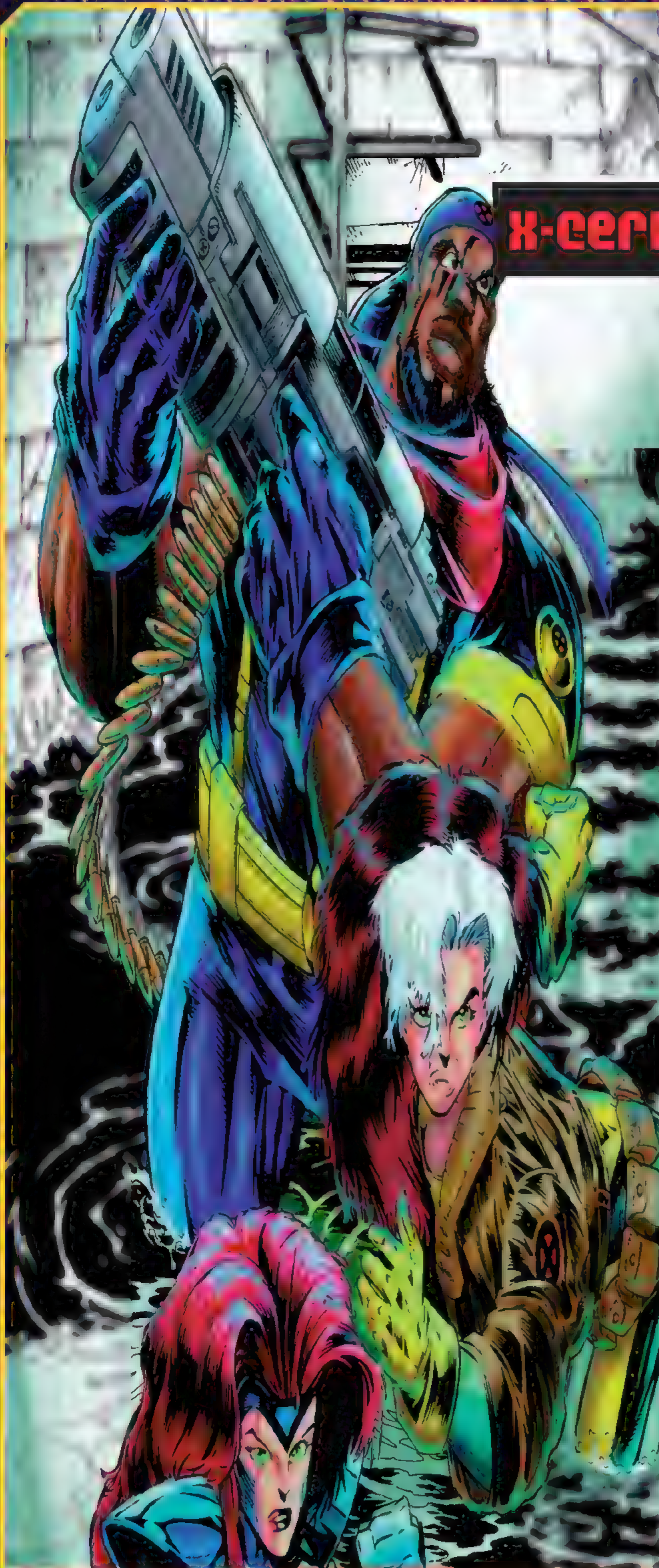
NOW, MY YOUNG FRANKLIN... YOU WILL GIVE ME A GIFT.

A GIFT BEYOND RECKONING...

To Be Continued...

IN
X-MEN

55



X-CERPTS & KEEPSAKES

PORTFOLIO

Page 56: Bishop/Rogue/Phoenix

pencils Humberto Ramos
inks John Dell

Page 57: Havok/Cyclops

pencils & inks Scott McDaniel

Page 58: Rogue

pencils Terry Dodson
inks John Dell

Page 59: Storm/Colossus/Wolverine

pencils Alan Davis
inks Mark Farmer

Page 60: Colossus

pencils Adam Pollina
inks Mark Morales

Page 61: Colossus/M

pencils Rick Leonardi
inks Dan Greene

Page 62: X-Factor

pencils Jeff Matsuda
inks Art Thibert

Page 63: X-Women

pencils & inks George Perez

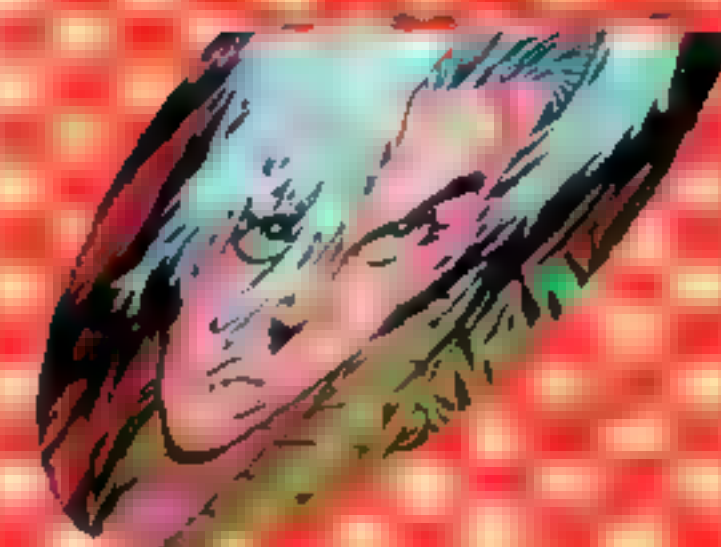
Page 64: The Brood

pencils Aron Wiesenfeld
inks John Dell

Writer: Rob Piotrowski
Art Direction: Elan M. Cole

"The art gallery is a plus in my book.
It's the little extras that make X-Men
unlimited so special"

— Theresa Truitt, Nekoosa, WI



A comic book illustration featuring two characters. The character on the left is Scott Summers, wearing a black and white X-Men uniform with a circular emblem on the chest. He has blonde hair and is smiling, with his arms raised in a celebratory gesture. The character on the right is Alex Summers, wearing a blue and yellow X-Men uniform with a circular emblem on the chest. He has brown hair and is wearing yellow goggles, also smiling. They are both holding a small, white, skull-like object. The background is a dark, stylized cityscape with orange and yellow light effects.

SCOTT

&

ALEX

Family relations among super heroes—especially that of siblings—always seems to be strained or non-existent. It's normal that Alex feels some healthy competition with Scott. But when he's down, who else is there to turn to?

Danny VanOver
Arlington, IL

Rogue: (rog) [16th — c. thieves slang] 1 a renegade; runaway 2 a woman scorned 3 a confidant or member associated with any outlaw band i.e.: X-Men 4 of physical beauty and high intelligence 5 troubled 6 possessed of the single involuntary mutant ability to absorb the memories, powers, and psyches of others through physical contact 7 one who has absorbed enhanced strength and flight abilities from Carol Danvers (see Ms. Marvel)



Rogue

"As a kid I collected X-Men because of him,"

this **shining**

knight, this huge armored guy who was

perfectly smooth and **reflective**.

I've always loved the idea of one

man versus **many**."

-Adam Pollina

5050100
COLLOSSUS

"bless me father for i have sinned."



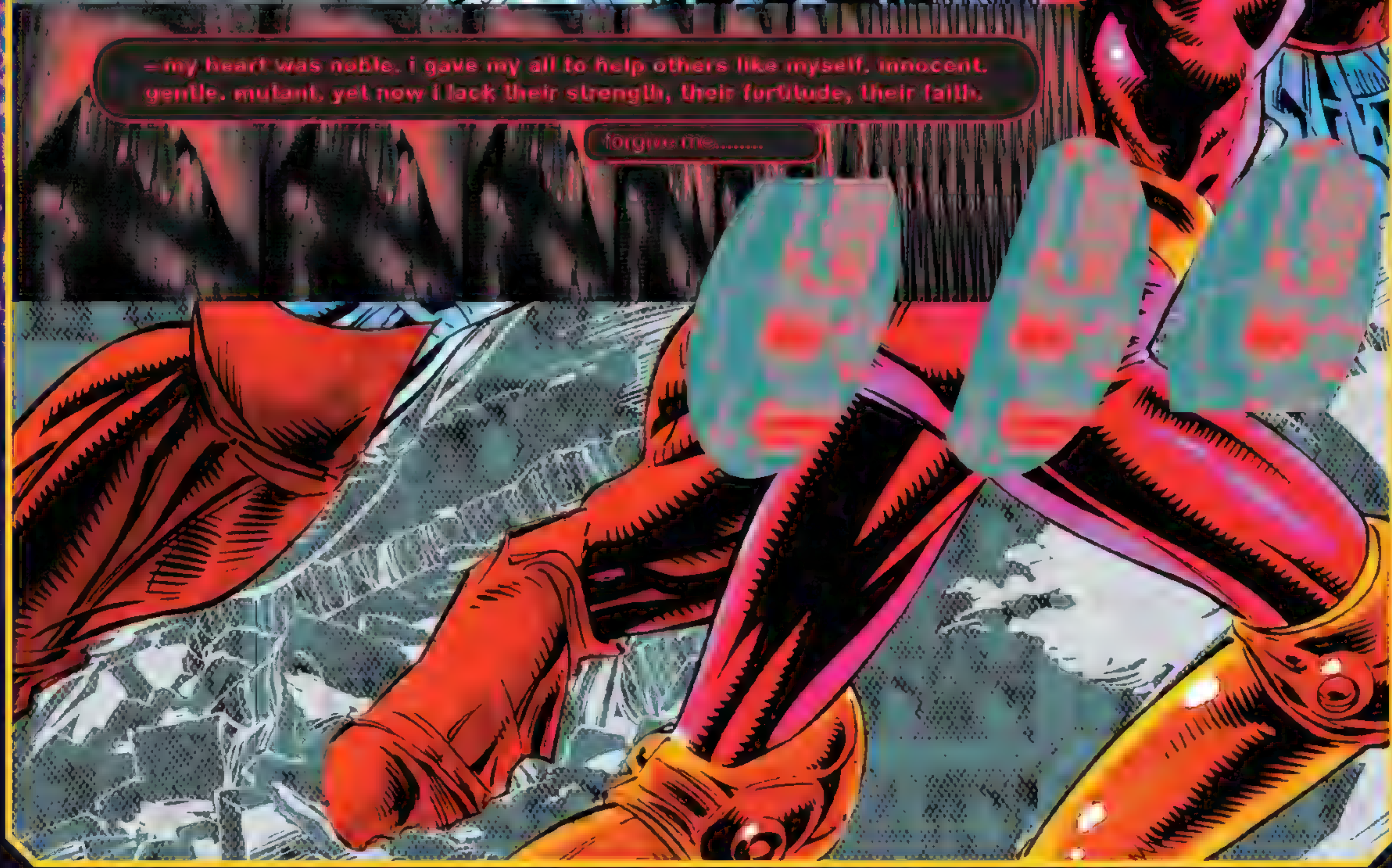


once i fought for peaceful co-existence between humans and mutants —



= my heart was noble. i gave my all to help others like myself. innocent. gentle. mutant. yet now i lack their strength, their fortitude, their faith.

forgive me.....



ROGUE, PHOENIX, PSYLOCK, STORM.



The Women of the X



FACT: X-factor's founding members consisted of the original X-Men: Cyclops, Marvel Girl, Angel, Beast and Iceman. Today their lineup includes a former government bounty hunter, a hologram from an alternate future, and a cold blooded killer. Welcome to the 90's!





Storm: "These creatures—
their vessel—reek of evil!
I have never felt such
instinctive, natural,
all-encompassing
repulsion. Every fibre
of my being cries out
for me to destroy them
utterly" (direct quote
from Uncanny #166)

BR000!

ESENFELD



X-Men #54 prismatic etched variant cover

MARVEL[®]
COMICS



X-MEN

AUG '96 1



ONSLAUGHT[™]



Onslaught: X-Men American Entertainment variant cover

"Onslaught Update" recap feature from 344/1996 titles

SPECIAL ONE-PAINT UPDATE INSIDE!

CAUTION

INSI

[illegible]

ONSLAUGHT

**THE GREATEST THREAT EVER TO
FACE THE X-MEN IS COMING.**

AND WHEN HE FINISHES WITH THEM, THE REST OF
THE MARVEL UNIVERSE
 IS HIS TARGET.

In case you missed them, here are some important elements in the **ONSLAUGHT** thus far.

[illegible]

...THE MIMIC.

X-Force™ #46

CALVIN RANKIN WAS AN ALL-AMERICAN KID WHOSE FATHER'S EXPERIMENTS GAVE HIM THE UNIQUE ABILITY TO "MIMIC" ANOTHER'S MUTANT POWER.

The Mimic disappears in Siberia after an explosive battle with X-Force.

X-Men™ #46

An undercover Sentinel security augmentation facility mysteriously goes off-line. When Senator Kelly investigates and restores power, there is only one word programmed into the facility's computers:

ONSLAUGHT.

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THAT
CUTS DOWN
THE NUMBER OF
QUESTIONS WE NEED
ANSWERED,
DRASTICALLY.

WHO --
OR WHAT... IS

UNSLAUGHTERED

While investigating a Nimrod project base, Domino, Siryn, and Meltdown are confronted by the Blob and Mimic. Sent by an alleged employer and empowered with Nimrod technology, Dukes and Rankin now enjoy substantially enhanced powers. The word **ONSLAUGHT** is graffitied on the walls of the complex.

While investigating a Nimrod project base, Domino, Siryn, and Meltdown are confronted by the Blob and Mimic. Sent by an alleged employer and empowered with Nimrod technology, Dukes and Rankin now enjoy substantially enhanced powers. The word **ONSLAUGHT** is graffitied on the walls of the complex.



X-Force™ #2

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LAUGHT™ IS COMING • ONE

X-Men™ #49

For no apparent reason, Gateway teleports Chamber from the mansion. A few moments later, Jonothon Starsmore is returned, no worse for wear.

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ONSLAUGHT™ IS COMING • ON

BUT MAKE NO MISTAKE — I AM MORE THAN THE WORLD AROUND ME!

I AM AN EXTENSION OF POWER THAT WILL RE-CREATE A WORLD IN HIS IMAGE!

ONCE UNLEASHED -- THE ONSLAUGHT CANNOT BE ABATED!

X-Men™ #50

Gateway whisks Cyclops, Wolverine, Storm and Iceman away at the request of Post, the lowest of Onslaught's emissaries. They are tested physically and mentally before barely managing to defeat their captor. Once safely back at the mansion they are issued the warning, "ONSLAUGHT is coming. No one...can turn back the **ONSLAUGHT.**"

So...the X-Men...can't...stop me.

PICK UP ALL FUTURE ONSLAUGHT TITLES AT YOUR FAVORITE COMIC SHOP!

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**PICK UP ALL FUTURE ONSLAUGHT
AT YOUR FAVORITE COMIC SHOP!**

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Marvel's mightiest heroes have never even seen him, yet they fear him nonetheless. With a single blow, he hurled the "unstoppable" Juggernaut from Canada to Hoboken, New Jersey in *UNCANNY X-MEN* #322. His mere emissary Post nearly single-handedly destroyed an entire team of X-Men in *X-MEN* #50. This May, not just the X-Men, but the entire Marvel Universe, will learn to fear the name Onslaught. He is their ultimate adversary, and his destructive rage will lay the groundwork for the coming year's Fantastic Four, Avengers, Captain America, and Iron Man stories from Jim Lee and Rob Liefeld's studios!

How could one villain take the heroes who've toppled the likes of Thanos, Apocalypse, Galactus, Kang, Stryfe, Doctor Doom, the Beyonder, and countless others, and make their blood run cold as the grave? The answer is about to become painfully apparent. Onslaught has world domination on his mind, and he's got the pure power to achieve his sinister goal. And even the combined might of the Avengers, the Fantastic Four, and the X-Men may not be able to stop him. Plus, rumor has it that this agent of evil has uncomfortably close ties to one of Marvel's most highly-hailed heroes. Once his identity is unveiled, the revelation will rock the comic book world. No lie.

CAN EVEN THE X-MEN, THE AVENGERS, AND THE FANTASTIC FOUR WITHSTAND THE ONSLAUGHT OF...



What makes this event so incredible, so unbelievably cataclysmic that it can't be missed? Boy, you're just full of questions today, aren't you? Well, not much can be revealed right now, but suffice it to say that the X-Men will finally meet their adversary Onslaught and get so brutally beaten that it's all they can do to crawl to the Avengers' doorstep to beg for help. Meanwhile, in the aftermath of X-Man's battle with Onslaught's newest emissary, the mutant monster known as 'Holocaust', young Nate desperately seeks the aid of his world's greatest hero—Magnetism himself, he goes for the next best thing—Magnetism's children, Quicksilver and Scarlet Witch. Unfortunately, considering his own distrust for this world's X-Men, when X-Man meets the children of the atom at Avengers Mansion, he might just finish off the job that Onslaught started! If you think there still aren't enough heroes mixed up in this melee, the Fantastic Four will join the fray as well when Reed and Sue's mutant son Franklin is apparently abducted by Onslaught!



Don't believe us? That's OK. You will. Just read *CABLE* #33, *UNCANNY X-MEN* #334, *X-MEN* #54, *X-MAN* #17 and *AVENGERS* #400, and you'll know it's true—one of Marvel's greatest epics is just beginning to unfold. You'll want to read it, if just to say you were there for the end of the Marvel Universe.

Who will survive? And who will be eradicated from existence in the Marvel Universe as we know it? Our heroes have reason to fear the answers. As for you, oh rambunctious reader, the only thing you need to fear is, if you don't read it, you'll miss out on the epic tale that will irrevocably change the face of the Marvel Universe forever! Be there.

DAVE KOPPELMAN



Marvel Gathers War Council to Decide the Fate of Summer '96 For three days, twelve of Marvel's top talents gathered at the Connecticut Heritage Inn. They exclusively discussed story arcs, characters, and teamups for the summer.

They came. They worked. They made Marvel history.

It was the first time in years that representatives from every Marvel book were present at one gathering. This meeting was serious business. Editor-in-Chief Bob Harris and X-writers Scott Lobdell and Mark Waid came well prepared with a

whopper of a story proposal. After a few formalities and an introductory speech, one word crashed through the silence and fell on the ready minds of the council. That word was **ONSLAUGHT**.

Since his first non-appearance in *Uncanny X-Men* #322, Onslaught has been the buzzword of the season. Fans have been writing and calling in, demanding information on the powerhouse that flattened the formerly unstoppable Juggernaut. Even those on the inside whispered the name amongst the darker recesses of Marvel-dom, eager to unravel the mystery. Regardless, those involved are keeping their secrets

under lock and key. Bob Harris explains, "I'd rather not talk about the finer points of the story discussed at the meeting. Part of the joy of comics is the surprise and if you know what's going to happen you lose out on the excitement. We don't want to spoil it for anyone."

Even after a grueling interrogation, writer Mark Waid would only share a few minor insights. "Onslaught is the greatest foe in the Marvel Universe, not only because of what he can do but because of who he is. Onslaught's identity and motives may not even be a surprise if you've been reading the X-titles carefully. Everything is right there if you know where to look."

Whatever or whoever he or she is, there is no doubt

ONSLAUGHT

ONSLAUGHT



that the Onslaught story is beyond big, its absolutely mammoth! It officially begins in June with a supersized X-MEN ONSLAUGHT and concludes in August with another special-sized issue. Scott Lobdell: "In the sense of magnitude, this will be the greatest story and challenge anyone in the Marvel Universe has ever faced. There may have been an assumption that we would do another 'Age of Apocalypse' type approach but this story really is different than anything anyone has seen before."

One obvious point that differentiates this story from the now classic "A.O.A." is its instantaneous effect on those involved. "After this story ends, the ripple effects on several key characters will progress into future storylines," claims Harris. "One of these will involve the government cracking down on mutants and making their lives very difficult."

Mark Waid concurs. "Onslaught will push the whole public issue of mutants to an extreme. For the first time they're going to find out what they're capable of doing with very limited resources."

Another noticeable difference between this and past epics is that it will involve virtually every Marvel character. According to Associate Editor Suzanne Gaffney, the efficiency with which all elements fused together was truly amazing. "Everyone interacted their stories and characters organically to ensure certain events took place because they were meant to, not because we wanted or forced them to."

Bob Harris claims it is this fact that makes the story unique. "It's such a powerful story because it's personal. It shows how all of these people have known each other for years and care about one another. That's what makes them heroes we can relate to."

So is this going to be a 48-part story that continues in every Marvel book on the rack? Editor Mark Gruenwald: "It's actually very reader-friendly. The main Marvel titles will get involved in some phase of the story during the last couple of months but each title will also stand on its own."

One group set to play a major role are the Avengers. The X-Men recruit the help of The Earth's Mightiest after failing to hold off Onslaught's advance.

Apparently the one character who will not have both hands in the Onslaught pot is Spider-Man. According to Editor Ralph Macchio, the crossover will only peripheral-

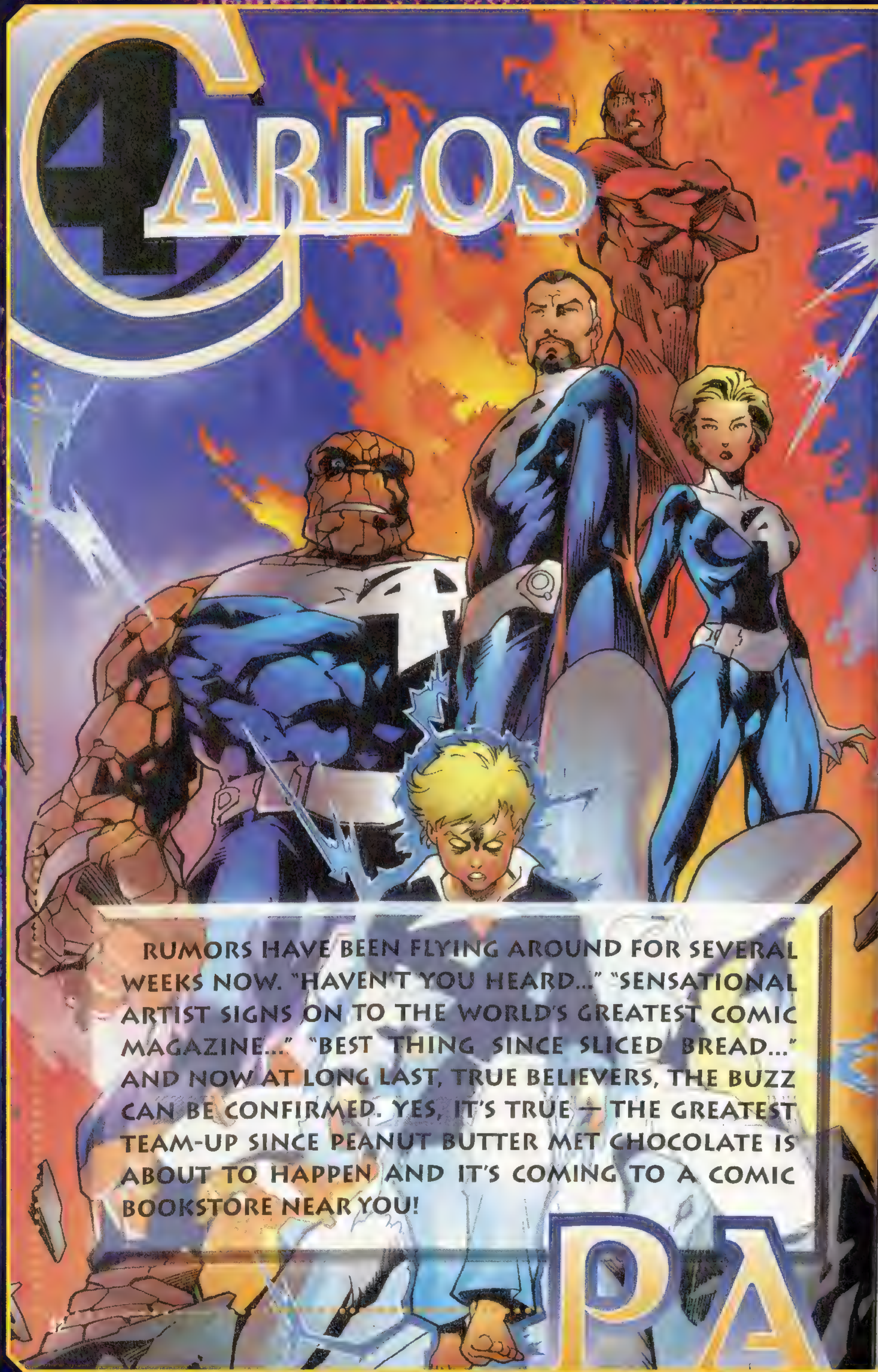
ly affect the web-slinger. "There will be one major revelation within our books dealing with Onslaught but it will not weigh heavily on the titles."

Three days ago they had come together to share ideas, contribute constructive criticisms, and help one another. Now it was time to unwind, kick back, and enjoy the fruits of their strengthened camaraderie. They'd met as a team. They'd worked as a team. And together they changed Marvel History.

The Onslaught Thus Far

UNCANNY X-MEN #322
X-MEN #46
X-FORCE #46
X-FORCE #52
X-MEN #49
X-MEN #50





RUMORS HAVE BEEN FLYING AROUND FOR SEVERAL WEEKS NOW. "HAVEN'T YOU HEARD..." "SENSATIONAL ARTIST SIGNS ON TO THE WORLD'S GREATEST COMIC MAGAZINE..." "BEST THING SINCE SLICED BREAD..." AND NOW AT LONG LAST, TRUE BELIEVERS, THE BUZZ CAN BE CONFIRMED. YES, IT'S TRUE — THE GREATEST TEAM-UP SINCE PEANUT BUTTER MET CHOCOLATE IS ABOUT TO HAPPEN AND IT'S COMING TO A COMIC BOOKSTORE NEAR YOU!

The issues in question that Carlos is penciling are FANTASTIC FOUR #415 and #416, which hit stores the last weeks of June and July, respectively. MARVEL VISION was lucky enough to get special advance copies of some of Carlos's dazzling artwork on #415, examples of which can be seen on these pages.

These issues are "Mega important," said the FANTASTIC FOUR office recently, "in that they serve a double purpose. First off, they act as an integral part of the ONSLAUGHT storyline and secondly, they serve as a prelude to the exciting things that Jim Lee will doing with the title later this year."

"We're delighted that Carlos has signed on to do these issues," said FANTASTIC FOUR editor Suzanne Gaffney. Gaffney, who has worked with Carlos on several other previous projects, cites Pacheco as one of her own personal favorites. "Carlos's style is very fun, very fresh... and he's adapted very quickly and very well to these classic Marvel characters."

SIZZLING ARTIST

CARLOS PACHECO

HAS AGREED TO

PENCIL A TWO-

ISSUE STINT OF

FANTASTIC FOUR!

"In issues #415 and #416, we'll be tying up a few loose ends that have developed over the last year or so," said FANTASTIC FOUR Assistant Editor Michael Marts. One such loose end being tackled full force is the long-awaited return of the younger Franklin Richards, an event which plays a crucial role in the ONSLAUGHT story. "We'll also be featuring a wide array of guest stars, like the Avengers, the X-Men, X-Force, and even the Sentinels," Marts added.

Marvel's ONSLAUGHT storyline, which runs through most mainstream Marvel titles during June and July, has been dubbed "the end of the Marvel Universe" and promises to reveal secret insights into the character of Charles Xavier. "It's history in the making," says Carlos, "and I'm very proud to be a part of it."

Carlos, who lives and works in his home country of Spain, has been gaining fame over the last year or so, with his breathtaking work on such projects as BISHOP, STARJAMMERS, and more recently, EXCALIBUR. "He's a real favorite among the fan community," says the FF office, "the readers really love him!"

Joining Carlos on these two issues are longtime FF writer Tom DeFalco supplying the stories and frequent collaborator Bob Wiacek handling the inking chores. "Bob's inking on Carlos always looks great," said FANTASTIC intern Dan Hosek, "and it hasn't looked better than in the FF." Dan went on to add that Carlos "is quickly being regarded as the premiere artist in the field... his work on the FANTASTIC FOUR Onslaught issues are great because he's drawing so many different characters from various teams."



"I THINK THAT CARLOS IS A PHENOMENAL PENCILER,"

says Wiacek himself. "We've been working together for several months now on EXCALIBUR, and Carlos has only improved with each passing issue." EXCALIBUR, with art by Carlos and Bob, and story by Warren Ellis, is also edited by Gaffney, a fact which only made the transition between books easier for Carlos and Bob. "After FF, we'll be hopping back to EXCALIBUR," said Carlos.

"Besides being the great artist that he is," added Wiacek, "Carlos is also an extremely innovative storyteller. It's the way he emphasizes the subtle things upon the page that makes his work so...dramatic. "He's constantly going for grace, constantly going for drama..." said Bob about his partner, "...and always achieving it."

When asked how he feels about working on Issues #415 and #416, Wiacek hesitated for a moment. "It's very much an honor...but at the same time, kind of sad, these being the last two issues before Jim [Lee] takes over. It's sort of like the end of one great era and start of another great one." And speaking of the start of a great new era, Bob was right there when the Marvel Universe began. "I was primarily into the monster books back then, I didn't really go for the super hero thing," Bob muses. "But then I remember being in a small Pennsylvania store one day and seeing FANTASTIC FOUR #1 for the first time on the stand and thinking 'Wow! What is this?' I bought it immediately, was hooked for life, and the rest was history."

And sure enough, the rest *is* history. Bob went on to become one of the more popular

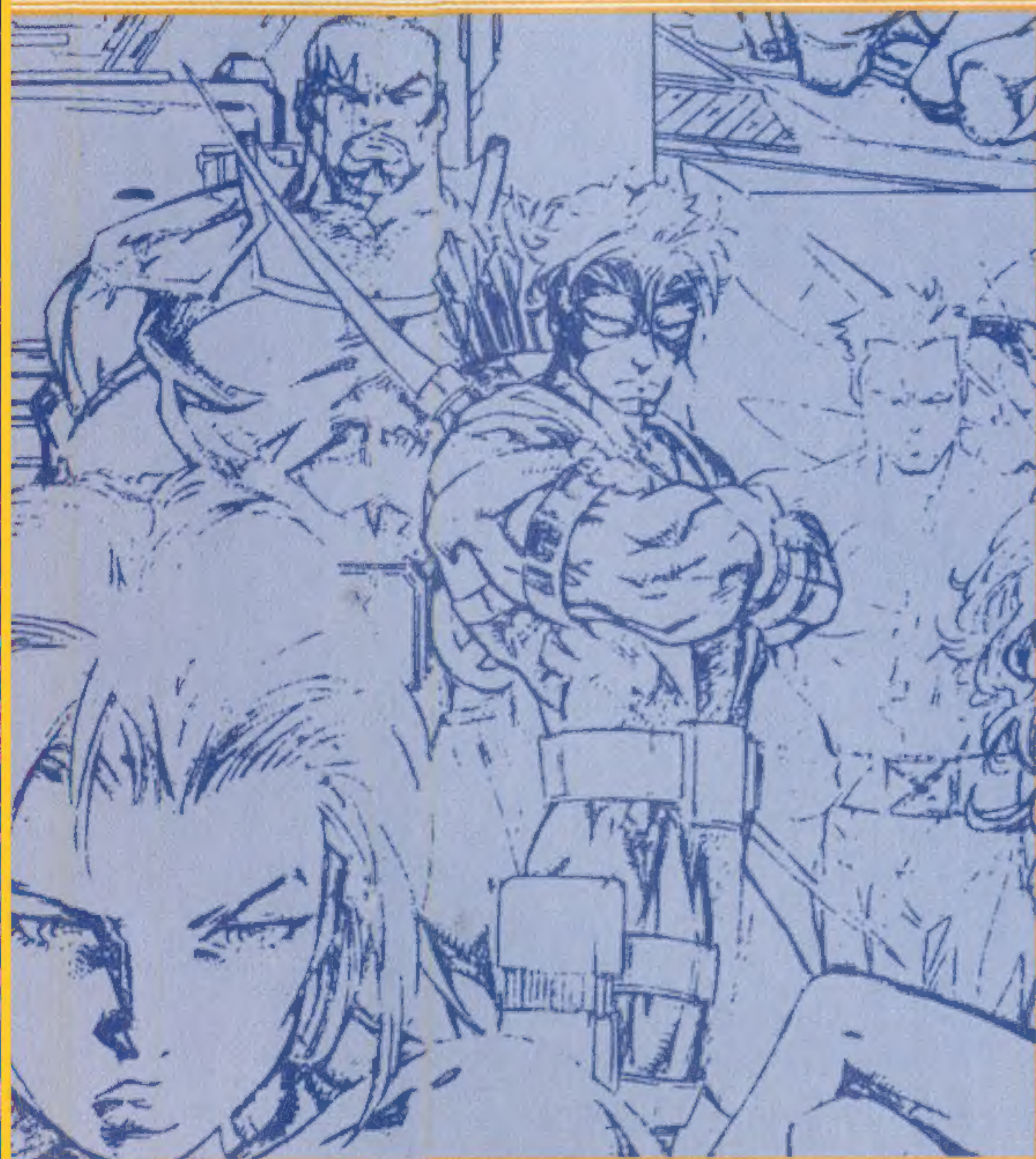
inkers in comics today, inking hundreds of books over the years, even managing to squeeze in a few FF's along the way. "I inked this one FF Annual with Keith Pollard that starred the Inhumans, and then I later helped Walt [Simonson] out with a few issues from his run, though I didn't receive any credit."

"It's exciting to be working on FANTASTIC FOUR after seeing the first issue on that rack so many years ago," says Bob. "It's almost ironic, in a way."

Irony, exciting, fresh . . . different views from different people. But however these two issues turn out, it's a sure bet that they'll be in high demand. One of the industry's leading artists on Marvel's flagship title .

... WHO COULD ASK FOR MORE?

CARLOS PACHECO

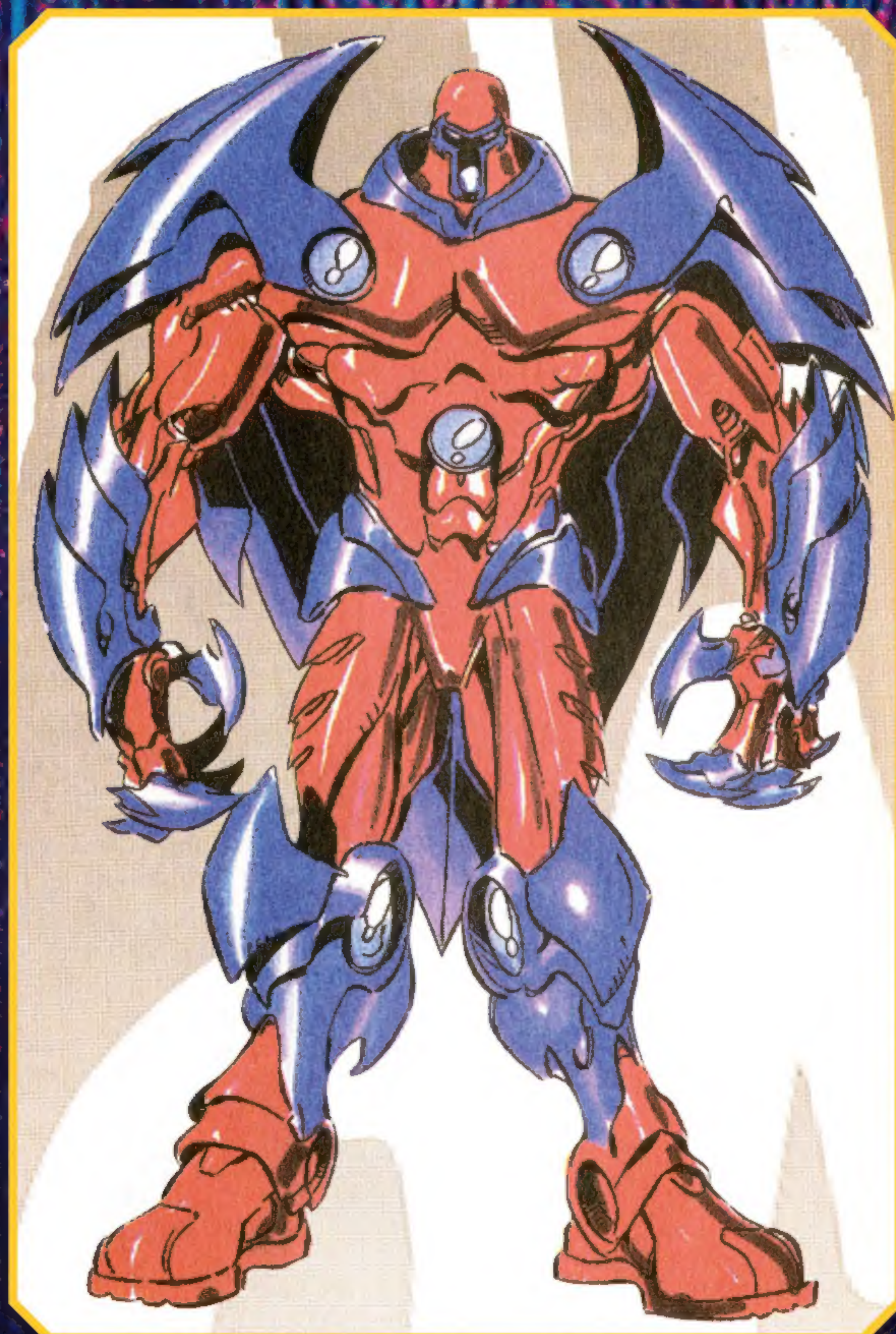




JOE MADUREIRA ON THE UNCANNY ← X-MEN

"When I get a story from Scott [Lobdell], I usually try to visualize it as a movie. 'How would the Japanese Anime gods tackle this?' Is the question that I ask myself over and over. I will then proceed to layout the page trying to keep a cinematic feel. I may even watch some animation for inspiration.

Uncanny X-Men #334 page 2 pencils by JOE MADUREIRA, with commentary from *Marvel Vision #5*



Onslaught sketch from August 1996 *Bullpen Bulletins*



Fantastic Four #415 promotional art by
CARLOS PACHECO & BOB WIACEK



X-Men #16 promotional art by
STEVE SKROCE & BUD LAROSA



X-Men #17 promotional art by BRYAN HITCH

EVERYTHING CHANGES FOR THE CHILDREN OF THE ATOM AND EARTH'S MIGHTIEST HEROES!

Behold the psionic force of nature known as **ONSLAUGHT** — but what dread foe could terrify the unstoppable Juggernaut? As Cable battles Post, herald of the oncoming doom, Nate Grey faces a ghost from his past — and Onslaught gathers his forces! The Avengers join the X-Men to work out a battle plan, but could the answers lie with finding Magneto? And Charles Xavier has a troubling proposal for the Fantastic Four. But when Onslaught's Identity is revealed, who will be the traitor to the cause?



Collecting *Cable* [1993] #32-33, *Uncanny X-Men* [1981] #333-335, *X-Force* [1991] #55, *X-Man* #15-17, *X-Men* [1991] #53-54, *X-Men Unlimited* [1993] #11, *Onslaught: X-Men, Avengers* [1993] #401 and *Fantastic Four* [1961] #415 — written by Jeph Loeb, Scott Lobdell, Terry Kavanagh, John Ostrander, Mark Waid and Tom DeFalco; and illustrated by Ian Churchill, Pasqual Ferry, Joe Madureira, Adam Pollina, Steve Skroce, Val Semeiks, Andy Kubert, Steve Epting, Mike S. Miller, Adam Kubert, Mike Deodato Jr. and Carlos Pacheco.

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MARVEL